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TERESA97 FLORIDA DIVISION OF CORPORATIONS  
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((H97000006828 2))

TC: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: AMERICAN SWISS ASSETS, INC. AUDIT NUMBER.....H97000006828 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
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ARTICLES OF INCORPORATION

OF

AMERICAN SWISS ASSETS, INC.

ARTICLE I - Name

The name of this Corporation is AMERICAN SWISS ASSETS, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:  
1600 S. Ocean Dr., PH-19K, Hollywood, Fl. 33019 and the name of the  
initial registered agent of this corporation is: FADI CHAKHTOURA,  
his address is 1600 S. Ocean Dr., PH-19K, Hollywood, Fl. 33019.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTEIN, ESQ.  
2765 W. Cypress Creek Rd.  
Ft. Lauderdale, Fl. 33309  
Fla. Bar No. 198889  
305-977-7801

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ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

FADI CHAKHTOURA                      1600 S. Ocean Dr., PH-19K  
Hollywood, Fl. 33019

ARTICLE VII - Incorporator

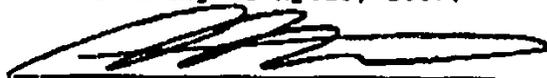
The name and address of the persons signing these Articles is:

FADI CHAKHTOURA                      1600 S. Ocean Dr., PH-19K  
Hollywood, Fl. 33019

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 25th day of April, 1997.

  
FADI CHAKHTOURA

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, FADI CHAKHTOURA, known by me to be the persons who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following type of identification to the undersigned, to-wit: Personal Knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of April, 1997.

  
NOTARY PUBLIC  
My Commission Expires:

OFFICIAL NOTARY SEAL  
DAVID R. FARBSTEIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. 0052345  
MY COMMISSION EXPIRES MAR. 7, 2000

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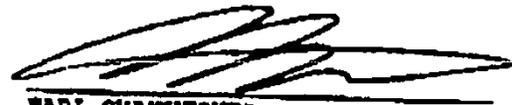
**CERTIFICATE DESIGNATING CHANGE OF PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That AMERICAN SWISS ASSETS, INC. is qualified to do business under the laws of the State of Florida with its principal office at: 1600 S. Ocean Dr., PH-19K, Hollywood, Fl. 33019 and has appointed FADI CHAKHTOURA of 1600 S. Ocean Dr., Penthouse K, Hollywood, Fl. 33019 as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, a place designated in this certificate, I am familiar with, and hereby accept the duties and responsibilities as registered agent for said corporation and agree to comply with the provisions of said Act relative to keeping open said office.



**FADI CHAKHTOURA  
Resident Agent**

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