

PA7000038901
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002156780--5
-04/28/97--01095--019
*****70.00 *****70.00

SUBJECT: AMC POWER INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARY G. ANDREJEK
Name (Printed or typed)

3600 S. STATE RD 7 Suite 218

Address

MIRAMAR , FLORIDA 33023

City, State & Zip

(954) 987-1211

Daytime Telephone number

Mary Andrejek GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corp Name

DATE 5/1/97

DOC. EXAM cf

NOTE: Please provide the original and one copy of the articles.

97 APR 29 11:29

cf 5/1/97

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
CORPORATIONS

97 APR 23 AM 11:28

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of FLORIDA, adopt the following articles of incorporation:

FIRST The name of the corporation is: AMC INTERNATIONAL INCORPORATED.

SECOND The period of its duration is: PERPETUAL.

THIRD The purpose of the corporation is: ALLOW THE PUBLIC TO JOIN
JOIN A CLUB TO PLAY THE LOTTERY. REAL ESTATE & MORTGAGES.

FOURTH The aggregate number of authorized shares is: 1,000,000 @ par value \$.10

FIFTH The corporation will not commence business until at least 100
dollars have been received by it as consideration for the issuance of shares.

SIXTH Cumulative voting of shares of stock [is], [is not] authorized.

SEVENTH Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: LIMITED TO COMMON SHARES AND THE MAXIMUM OF 35 SHARE HOLDERS, HUSBAND AND WIFE CONSTITUTING ONE SHARE HOLDER; NO NON-RESIDENT ALIENS OR CORPORATIONS.

EIGHTH Provisions for regulating the internal affairs of the corporation are:

THE PRESIDENT, MARY G. ANDREJEK, SHALL REMAIN PRESIDENT
IRREGARDLESS OF THE ISSUANCE OF SHARES OF STOCKS.

NINTH The address of the initial registered office of the corporation is: 3600 S. STATE RD 7 SUITE 218, MIRAMAR, FL 33023
and the name of its initial registered agent at such address is: MARY G. ANDREJEK.

TENTH Address of the principal place of business is: 3600 S STATE RD 7 SUITE 218
MIRAMAR, FL 33023.

ELEVENTH The number of directors constituting the initial board of directors of the

AMC INTERNATIONAL INCORPORATED
CONTINUATION OF ARTICLES OF INCORPORATION

Concerning:

Shares and Distributuion; All shares accepted by shareholders can be sold or exchanged only after board of Directors has received a copy of the name and address of the receiver of the shares and the receiver or purchaser of the shares has been approved by the Board of Directors as a future shareholder.

(b) Shareholders can redeem common shares and the value paid per share will be determined within two weeks of request and the amount paid will reflect the date of the request and paid according to the value of the date of request.

607.0630 Shareholders' preemptive rights;

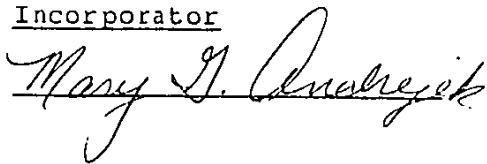
(a) "AMC INTERNATIONAL, INCORPORATED," elects to have preemptive rights:

(1) Share sold otherwise than for money

(a) Holders of shares of any class or series without voting rights but with preferential rights to distribution or assets have no preemptive rights with respect to shares of common stocks.

Mary G. Andrejek

Incorporator



3600 S. State Rd 7 Suite 218

Miramar, florida 33023

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MARY G. ANDREJEK
3600 S. STATE RD 7 SUITE 218
MIRAMAR, FLORIDA 33023

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

16 day of APRIL, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is AMC INTERNATIONAL INCORPORATED

2. The name and address of the registered agent and office is:

MARY G. ANDREJEK

(NAME)

3600 S. STATE RD 7 SUITE 218

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIRAMAR, FLORIDA 33023

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary G. Andrejek
(SIGNATURE)

April 30, 97
(DATE)