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LAW OFFICE
Maurice E. Donsky

145 ALMERIA AVENUE

Coral Gables, Florida 33134

Certified Circuit Civil and Family Mediator

TELEPHONE (305) 446-1200
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SEPTEMBER 11, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-09/15/97--01018--019
****122.50 ****122.50

RE: A.M.J. INTERNATIONAL, INC.

Gentlemen:

Enclosed herewith please find an original and two copies of the Articles of Incorporation and Certificate for A.M.J. INTERNATIONAL, INC.

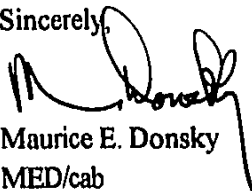
Also enclosed is our check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) representing the following:

| | |
|--------------------|--------------|
| FILING FEE | \$35.00 |
| REGISTERED AGENT'S | |
| CERTIFICATE | \$35.00 |
| CERTIFIED COPY | \$52.50 |
| TOTAL | \$122.50 |

Please return the certified copy to our office once the Articles have been filed.

Thank you very much for your cooperation in this matter.

Sincerely,


Maurice E. Donsky
MED/cab

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
A.M.J. INTERNATIONAL, INC.

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

A.M.J. INTERNATIONAL, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in the investment business and any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

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DIVISION OF CORPORATIONS
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ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

CESAR A. SASTRE
1551 NE 105TH STREET
MIAMI SHORES, FL. 33138

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial Directors of this Corporation and their street address is:

CESAR A. SASTRE
1551 NE 105TH STREET
MIAMI SHORES, FL. 33138

The persons named as initial Director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

CESAR A. SASTRE
1551 NE 105TH STREET
MIAMI SHORES, FL. 33138

ARTICLE IX. CONFLICT OF INTEREST

No contract between this Corporation and another Corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other Corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be:

1551 NE 105TH STREET
MIAMI SHORES, FL. 33138

of JUNE, 1997.

[Handwritten signature]

CESAR A. SASTRE

July

NOTARY PUBLIC
STATE OF FLORIDA
OFFICIAL NOTARY SEAL
DAWN ANN MERGELSBERG
COMMISSION NUMBER
CG535822
MY COMMISSION EXPIRES
FEB. 28, 2000

The above named, Cesar A. Sastre is personally known to Notary. *(Signature)*

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

Pursuant to Sections 48.091 and 607.034 , Florida Statutes, the following is submitted, in compliance with said Sections:

That A.M.J. INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, has named CESAR A. SASTRE

1551 NE 105TH STREET

MIAMI SHORES, FL. 33138

State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, CESAR A. SASTRE hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 22 day of ^{July}~~JUNE~~, 1997.


CESAR A. SASTRE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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