

Charter Number Only

197000088167

Requestor's Name
Barry Silverstein
Address
3000 NE 191 St. #204
Aventura, Fl. 33180
City State ZIP Phone
#305) 935-0303

VALUATION ONLY

100002314691--2
-10/08/97--01011--018
*****70.00 *****70.00

CORPORATION(S) NAME

A T & F Corp.

FILED
97 OCT 13 PM 1:24
TALLAHASSEE, FLA

Empire Toll Free: 1-800-432-3028

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies |
| <input type="checkbox"/> Certificate Under Seal | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> After 4:30 | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Mail Out | <input checked="" type="checkbox"/> Pick Up | |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)

W97-23026
K. Rolfs
OCT - 8 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 8, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: A T & F CORP.
Ref. Number: W97000023026

We have received your document for A T & F CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 497A00049402

RECEIVED
97 OCT 13 AM 9:30
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
AMG Communication Corp.

FILED
97 OCT 13 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

AMG Communication Corp.

The name of this corporation shall be _____ and the principal place of the business and offices of the corporation shall be 1000 WEST ISLAND BOULEVARD SUITE 1009 AVENTURA FLORIDA 33160.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purpose of this corporation is to transact any lawful business as permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares Authorized	Par Value	Class
600	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

AMG Communication Corp

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Name

Address

BARRY D. SILVERSTEIN ESQ P.A.

**2999 NE 191 STREET
SUITE 704
NORTH MIAMI BEACH FLORIDA 33180**

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name(s) and addresses of the director(s) of the corporation who shall hold office the first year or until successors are duly elected and qualified, shall be:

Name

Address

SYLVIE GRUENBERG

**1000 WEST ISLAND BOULEVARD
SUITE 1009
AVENTURA FLORIDA 33160**

ARTICLE VII

The name and address of the incorporator is:

Name

Address

SYLVIE GRUENBERG

**1000 WEST ISLAND BOULEVARD
SUITE 1009
AVENTURA FLORIDA 33160**

AMG Communication Corp.

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

ARTICLE X

The by laws of this corporation may be altered, amended, adopted or repealed by either the Stockholders or the Director(s).

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as to that which he already holds, shall have the preemptive right of first refusal in the purchase of his pro rata share thereof and to do so at the price at which it is offered to others.

ARTICLE XII

This Corporation shall be treated in accordance with the appropriate laws governing Subchapter S Corporations until such time as the Shareholders or Director(s) chooses to alter the manner said Corporation is treated under the appropriate State and/or Federal Tax Codes.

AME Communication Corp.


IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this October 7, 1997.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AND AT THE PLACE DESIGNATED IN THE AFORESAID ARTICLES OF INCORPORATION, THE UNDERSIGNED DOES HEREBY AGREE TO ACT IN THIS CAPACITY, AND IN ACCORDANCE THEREWITH TO COMPLY WITH ALL PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO THE DISCHARGE OF SAID DUTIES.

Dated this October 7, 1997.


BARRY D. SILVERSTEIN

FILED
OCT 10 1997
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA