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American International, Inc.  
5757 Collins Avenue, Suite 805  
Miami Beach, FL 33140-2304  
Tel: 305/861-2420  
Fax: 305/861-2419

January 1, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attention: Karen Gibson

300002393033--9  
-01/07/98--01071--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation

Dear Ms. Gibson:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for American International, Inc. to be filed in Florida, along with a check in the amount of \$70.00 for the filing fees. Please return a file-stamped copy to me using the enclosed overnight mailer.

Thank you for your assistance.

Sincerely,



Steven Rudnitsky

Encl.

FILED  
98 JAN -2 PM12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
1-6-98

**ARTICLES OF INCORPORATION  
OF  
AMERICAN INTERNATIONAL, INC.**

**FILED**

**98 JAN -2 PM 12:46**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned person, being of the age of majority and acting as Incorporator of the Corporation under the Florida Business Corporations Act (the "Act"), adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is American International, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the Corporation is 5757 Collins Avenue, Suite 805, Miami Beach, Florida 33140-2304.

**ARTICLE III  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE IV  
PURPOSE**

The purpose for which the Corporation is organized is to engage in the transactions of any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE V  
AUTHORIZED SHARES**

The Corporation shall have authority to issue 10 shares of Common Stock, \$0.01 par value.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 5757 Collins Avenue, Suite 805, Miami Beach, Florida 33140-2304, and the name of its initial registered agent at such address is Mr. Steven Rudnitsky.

**ARTICLE VIII  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is Steven Rudnitsky, 5757 Collins Avenue, Suite 805, Miami Beach, Florida 33140-2304.

**ARTICLE IX  
DISSOLUTION**

The Corporation may be dissolved pursuant to Section 607.1402 of the Act, as the same may be amended from time to time hereafter.

**ARTICLE X  
REMOVAL OF DIRECTOR**

Any or all of the directors of the corporation may be removed at any time, by the vote of all of the holders of record of outstanding stock of the Corporation entitled to vote at an election of the Directors, at a meeting of the shareholders called expressly for that purpose.

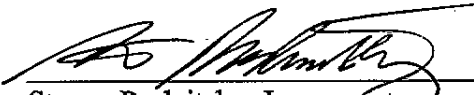
**ARTICLE XI  
CONSENT TO TRANSFER**

A shareholder may directly or indirectly sell, assign, hypothecate, transfer, pledge, mortgage, or in any other way encumber or dispose of shares of the Corporation only upon the unanimous written consent of all of the shareholders of the Corporation.

**ARTICLE XII  
AMENDMENT**

These Articles may be amended only upon the unanimous written consent of the shareholders of the Corporation.

DATED as of this 2nd day of January, 1998.

  
\_\_\_\_\_  
Steven Rudnitsky, Incorporator

CONSENT

The undersigned is familiar with and accepts the obligations provided for in Section 607.0505 of the Act to serve as the registered agent in Florida for American International, Inc., a Florida corporation.

DATED this 2nd day of January, 1998.

By   
Steven Rudnitsky

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA