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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AME, INC.

AUDIT NUMBER.....H98000003856

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
AME, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together in order to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this corporation shall be: AME, INC. (Hereinafter referred to as "the corporation"). Its mailing address is 10300 S.W. 72 Avenue, Suite 158, Miami, Florida 33173.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation shall be permitted to conduct any business as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCKS

This corporation is authorized to issue one thousand five hundred (1,500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE

The name of the initial registered agent of this corporation is Maiwei P.C. Ch'ou, and his address is 10300 S.W. 72 Avenue, Suite 158, Miami, Florida 33173.

Prepared by:
Alexander G. Cubas, Esquire
10621 N. Kendall Drive, Suite 204
Miami, Florida 33176
(305) 595-6337

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

NAME	ADDRESS
Maiwei P.C. Chiou	10300 S.W. 72 Avenue, Suite 158 Miami, Florida 33173
Alexander Viegas	10300 S.W. 72 Avenue, Suite 158 Miami, Florida 33173
Ely Ammar	10300 S.W. 72 Avenue, Suite 158 Miami, Florida 33173

- (a) Members of the Board of Directors shall be elected and shall hold office in accordance with the By-laws of this corporation;
- (b) The business affairs of this corporation shall be managed by the Board of Directors, and;
- (c) The Board of Directors shall be shareholders in the corporation.

ARTICLE VII - BYLAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The names of the persons signing these Articles of Incorporation are Maiwei P.C. Chiou, Alexander Viegas, and Ely Ammar, and their addresses are: 10300 S.W. 72 Avenue, Suite 158,

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Miami, Florida 33173.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, and Personal Service Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25 day of February, 1998.


MAIWEI P.C. CHIOU,
Incorporator

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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared MAIWEI P.C. CHIOU who is personally known to me, or who produced the following identification PERSONALLY KNOWN, to be the person described herein as the subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he did execute and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 25 day of February, 1998, in the City of Miami, County of Miami-Dade, in the State of Florida.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Alexander B. Cubes
My Commission GC573359
Expires Jul. 29, 2000

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AME, INC.

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

IN COMPLIANCE WITH FLORIDA STATUTES §608, THE FOLLOWING IS SUBMITTED:

FIRST — That AME, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami-Dade County, in the State of Florida, has named Maiwei P.C. Chiou, whose address is 10300 S.W. 72 Avenue, Suite 158, in the City of Miami, Miami-Dade County, in the State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PERSONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED this 25 day of February, 1998.

By:


MAIWEI P.C. CHIOU
Registered Agent

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