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:OT DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

Windle Committee

CONTACT: RAY STORMONT

EFFECTIVE DAYE

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERICAN FACTORS GROUP, INC.

AUDIT NUMBER..... H98000004623

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS... **PAGES....** (6)

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ARTICLES OF INCORPORATION

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AMERICAN FACTORS GROUP, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

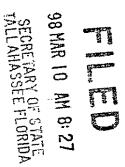
<u>ARTICLE I</u>

The name of this corporation is:

AMERICAN FACTORS GROUP, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Bivd., Coral Gables, FI 33134



<u>ARTICLE II</u>

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

THIS INSTRUMENT PREPARED BY: MAYNARD J. HELLMAN, ESQUIRE FLORIDA BAR NO. 137411 1100 PONCE DE LEON BLVD. CORAL GABLES, FLORIDA 33134 Telephone: (305) 448-8282 Fax: (305) 443-2176

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ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having .001 par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

SUBSCRIBER

ADDRESS

NUMBER OF SHARES

MAYNARD J. HELLMAN

1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134

100

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ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>

ADDRESS

ROBERT D. PRESS

1100 PONCE DE LEON BLVD. CORAL GABLES, FLORIDA 33134

FRED HORWIN

4920 SARAZEN DRIVE HOLLYWOOD, FL 33021

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial registered office of this corporation is 1100 PONCE DE LEON BLVD., COFAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED: March 9, 1998

MAYNARDU. HELLIMAN

STATE OF FLORIDA)
(SS COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in and who executed the foregoing Certificate of incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this day of March, 1998

Notary Public, State of Florida at Large

My Commission Expires:

H98000004623

SHIRLEY SMITH
My Comm Exp. 5/20/99
ROTARY
MINITE
NO. CC447022
Memory Know [] Other Lt

AMERICAN FACTORS GROUP, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE	FOR THE	
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON	PROCESS	
MAY BE SERVED		
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATU	TES, THE	
FOLLOWING IS SUBMITTED:	ORGANIZE	
FIRST, THAT AMERICAN FACTORS GROUP, INC. IS DESIRING TO	WITH ITS	
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,	ELORIDA	
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF	- LEOINDA	
HAS NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE	DE LEON	
BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT T	O ACCEPT	
SERVICE OF PROCESS WITHIN FLORIDA. Signature: MAYNARD J. HELLMAN Title: Subscriber		
Date: March 9, 1998		
Having been named to accept services of process for the above states	d corporation.	ı
at the place designated in this certificate, I hereby agree to act in this ca	apacity, and i	1
further agree to comply with the provisions of all statutes relative to the	e proper and	3
complete performance of my duties	%E 98	
Signature: MAYNARD J. HELLMAN	R IO	
(Registered Agent)	and the same	: TT
Date: . March 9. 1998	AM 8: 27 OF STATE E FLORIDI	O
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