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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-03/13/98--01053--009

****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMEX FINANCIAL OF USA INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe MAR 13 1998

CR2E031(9/92)

FILED
98 MAR 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 13 AM 11:28
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation of a Corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this Corporation (Which is hereinafter called the "Corporation" is : AMEX FINANCIAL OF USA INC.

ARTICLE II

This Corporation shall exist perpetually. Corporation existence shall begin on the day upon which these Articles are approved by the Secretary of the State of Florida.

ARTICLE III

The purpose of this Corporation is to transact any or all lawful businesses for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares of Common Stock, which said shares shall have a par value of Ten (\$ 10.00) Dollars per share upon issuance.

ARTICLE V

The principal place of business of this Corporation shall be at 8315 NW 64 STREET #1 MIAMI, FLORIDA 33166 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

The initial registered agent of this Corporation upon whom process may be served is : LOUIS F. CAST 10311 SW 56 STREET MIAMI, FLORIDA 33165 and the initial registered office is located at : 10311 SW 56 STREET MIAMI, FLORIDA 33165

ARTICLE VII

This Corporation shall have ONE director(s) initially. The number of directors shall be fixed by laws and may be changed from time to time.

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MAR 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are :

GUSTAVO TOLLER-SOUZA 1249 NW 159 AVENUE PEMBROKE PINES, FL 33028

The aforesaid director(s) shall hold office for the year of this Corporation's existence or until a successor is chosen as provided for in the bylaws.

The initial officers of this Corporation and their addresses are:

President : GUSTAVO TOLLER-SOUZA 1249 NW 159 AVENUE PEMBROKE PINES, FL 33028

Vice-President : MARIO L. WRONA 10421 SW 157 PLACE 6-205 MIAMI, FL 33196

Treasurer : MARIO L. WRONA 10421 SW 157 PLACE 6-205 MIAMI, FL 33196


Secretary : GUSTAVO TOLLER-SOUZA 1249 NW 159 AVENUE PEMBROKE PINES, FL 33028

ARTICLE IX

The name and street address of the incorporator(s) is/are :

GUSTAVO TOLLER-SOUZA 1249 NW 159 AVENUE PEMBROKE PINES, FL 33028

The undersigned has executed these Articles of Incorporation this 14 TH day of MARCH, 1997

 President
Signature / Title

GUSTAVO TOLLER-SOUZA / PRESIDENT

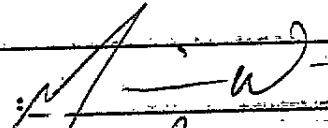
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is : AMEX FINANCIAL OF USA INC.

2. The name and address of the registered agent and office is :

LOUIS F. CAST 10311 SW 56 STREET MIAMI, FLORIDA 33165

Signature : 

Title :


MARIO L. WRONA

Date :

03.02.98

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date : 03/04/98


Registered Agent
LOUIS F. CAST

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