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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
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NAME: AME PROPERTIES, CORP.

AUDIT NUMBER.....H98000004911

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: AME PROPERTIES, CORP.
REF: W98000005596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The registered agent and street address must be consistent wherever it appears in your document.

THE REGISTERED AGENT ZIP CODES MUST ALSO BE THE SAME WHEREVER THEY APPEAR. IN ARTICLE 6, WHICH PERSON IS THE DIRECTOR?

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000004911
Letter Number: 998A00013703

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ARTICLES OF INCORPORATION
OF
AME Properties, Corp.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is AME Properties, Corp.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The nature of the business and the objects and purposes to be transacted and carried on are to engage in any business as lawfully permitted under the laws of the State of Florida and the United States of America.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 5,000 (five thousand), all of which shall be one class of common stock having a par value of \$1.00 each.

FIFTH: The address of its initial registered office is 7700 North Kendall Drive, Suite 505, Miami, Florida 33156 and the name of the initial registered agent at such address is Albert Sueiras.

SIXTH: The initial board of directors will consist of 3 directors, whose name and address is:

President: Miguel Sierra 4623 SW 140 Place Miami, Fl. 33175

Vice President: Jose Rodriguez 9558 SW 166 Ct. Miami, Fl. 33196

Secretary: Albert Sueiras 7700 No. Kendall Dr. Suite 505 Miami, Fl. 33156

Treasurer: Albert Sueiras 7700 No. Kendall Dr. Suite 505 Miami, Fl. 33156

The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

SEVENTH: The name and address of the incorporator is José Rodríguez, 9558 SW 166 Ct. Miami Florida 33196.

EIGHTH: Preemptive Rights shall be as follows: Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is, 7700 No. Kendall Drive Suite 505 Miami, Florida 33156.

Prepared by: Albert Sueiras, 7700 No. Kendall Drive Suite 505,
Miami, Florida, 33156
(305) 279-7655

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TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its directors to approve reimbursement to the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

THIRTEENTH: The power to adopt, alter or repeal bylaws shall be vested in the board of directors and the stockholders, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of AME Properties, Corp. this 11th day of March, 1998.


Jose Rodriguez
INCORPORATOR

STATE OF FLORIDA :
:SS
COUNTY OF DADE :

ON THIS 11th day of March, 1998, before me, a notary public duly authorized in the state of Florida, County of DADE, personally appeared Jose Rodriguez, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


NOTARY PUBLIC
STATE OF FLORIDA 3/11/98

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY SERVED**

AME Properties, Corp., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named Albert Sueiras, located at 7700 No. Kendall Dr. Suite 505, MIAMI, FLORIDA, 33156, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325 Florida Statutes.


Albert Sueiras, REGISTERED AGENT

3/1/98
DATED

STATE OF FLORIDA :
COUNTY OF DADE : :SS

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