

LAW OFFICES OF BARRY R. GAINSBURG

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ADMITTED IN
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(561) 655-5885
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March 18, 1998

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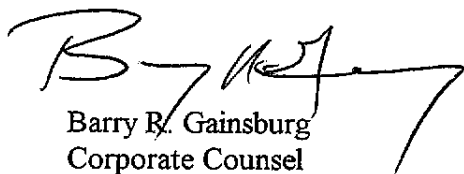
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for AMG Integration Services, Inc., and the \$131.25 filing fees for a certified copy and a certificate of status.

Please return a copy of the filed Articles to my business address as printed above. Thank you for your cooperation in this matter, and if you have any questions or comments, please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg
Corporate Counsel

BRG/eh
Enclosures

FILED
98 MAR 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barry GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 10
DATE 3/23/98
REG. EXAM. T.A.

3/23/98-T.A.

ARTICLES OF INCORPORATION

of

AMG Integration Services, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I—NAME

The name of the corporation shall be:

AMG Integration Services, Inc.

ARTICLE II—PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

AMG Integration Services, Inc.
Ste 202
1745 Palm Cove Blvd.
Delray Beach, Florida 33445

ARTICLE III—NATURE OF BUSINESS

The corporation is a corporation for profit and is organized for the following general purposes: to provide corporate computer systems sales and services; to carry on any lawful businesses or activities relating thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV—TERM OF EXISTENCE

The corporation shall have perpetual duration.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V—CAPITAL STOCK

The corporation shall have the authority to issue 3,000,000 shares of common stock \$0.01 par value. Said capital stock may be increased or decreased from time to time, according to the provisions of the Florida Business Corporation Act.

ARTICLE VI—DISTRIBUTIONS

In addition to, but not in limitation of, the general powers conferred by law, the corporation shall have the power to make distributions to its shareholders out of its capital surplus, to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor, and to carry on any lawful business.

ARTICLE VII—INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Andrew Gunn
Ste 202
1745 Palm Cove Blvd.
Delray Beach, Florida 33445

ARTICLE VIII—GOVERNING BOARD

The governing board of the corporation shall be a board of directors. The board of directors ("board") shall have the power to manage and administer the business and affairs of the corporation. Except as expressly limited by law, all corporate powers of the corporation shall be vested in and may be exercised by the board.

The board shall consist of not less than one nor more than five shareholders, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board or by resolution of a majority of the shareholders at any meeting thereof, but shall never be less than one.

ARTICLE IX—INITIAL DIRECTORS

The names of the initial directors of this corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Andrew Gunn

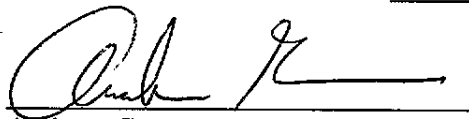
ARTICLE X—INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Andrew Gunn

Ste 202, 1745 Palm Cove Blvd, Delray Beach, FL

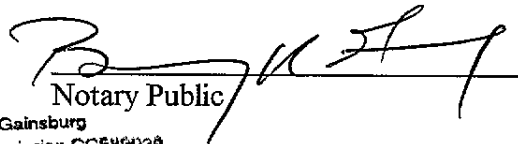
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17th day of MARCH, 1998. ³³⁴⁴⁵



Andrew Gunn
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17 day of MARCH, 1998.


Notary Public

My Commission expires: _____



Barry R Gainsburg
My Commission CC589038
Expires Sep. 29, 2000

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.

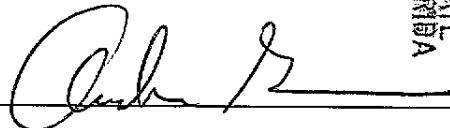
1. The name of the corporation is:

AMG Integration Services, Inc.

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

Andrew Gunn
Suite 202
1745 Palm Cove Blvd.
Delray Beach, Florida 33445

SIGNATURE



TITLE —Registered Agent

DATE

3/13/98

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 STATES 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.

SIGNATURE



DATE

3/13/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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