DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMC ENTERPRISES INCORPORATED

AUDIT NUMBER..... H98000005630 DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 25, 1998

EMPIRE

SUBJECT: AMC ENTERPRISES INCORPORATED

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

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Article 7 states there will be 2 director(s), whereas 1 is/are listed.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight Document Specialist FAX Aud. #: H98000005630 Letter Number: 298A00015941

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# ARTICLES OF INCORPORATION OF

AMC Technologies Incorporated

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

#### ARTICLE I NAME

The name of the corporation is AMC Technologies Incorporated The corporation's principal address is 2419 NW 11 Street, Unit 22, Miami, Florida 33125.

#### ARTICLE II DURATION

The corporation shall exist in perpetuity.

## ARTICLE III PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

#### ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

Prepared By: Eitan Dagan, Esquire 930 Washington Avenue, Suite 205A Miami Beach, Florida 33139 (305) 672-4557 Florida Bar No: 84786

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## ARTICLE Y RIGHT OF SHARES OF CAPITAL STOCK

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, to be voted cumulatively.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

Primo Campos, 1881 North State Road 7, Hollywood, Florida 33021

## ARTICLE VII INITIAL BOARD OF DIRECTORS

The corporation shall have I Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective offices are:

PRESIDENT/DIRECTOR: Antonio M. Campos

#### ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may

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vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

#### ARTICLE X INDEMNIFICATION

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

## ARTICLE XI COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filling of these articles.

## ARTICLE XII AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

#### ARTICLE XIII INCORPORATOR

The incorporator is Antonio M. Campos and his corporate address is 2419 N. W. 11Street, Unit 22, Miami, Fiorida 33125.

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IN WITNESS WHEREOF, I have set my hand and seal this day of March,								
1998.								
		Antonio M. Campos						
STATE OF FLORIDA	<b>A</b> )	SS						
COUNTY OF DADE	·							
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Antonio M. Campos, who produced as identification DL#								
		NOTARY PUBLIC  State of Florida  My commission expires:  State of Florida  State of Florida  My commission expires:  My commission expires:  No. cc635909  Forecomy Known 110th LD.						

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## CERTIFICATE OF DESIGNATION OF 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	ı is:	AMC Technologies Incorporates
	TIME SIGNAL OF HIS ASSESSED.		

2	The name and	address of	f the registered	agent a	nd office is
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Primo Campos
(Name)

1881 North State Road 7

(P.O. Box or Mail Drop NOT Acceptable)

Hollywood, Florida 33021
(City/State/Zip)

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.

(SIGNATURE) (DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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IN WITNESS WHEREOF, I have set my hand and seal this 20 day of March,

1998.

Antonio M. Campos