

5/18/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LOUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: AMERICAN MARKETING TECHNOLOGIES INC.
AUDIT NUMBER.....H98000009330
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
American Marketing Technologies Inc.

Article II. Address

The mailing address of the Corporation is:
American Marketing Technologies Inc.
P.O. Box 1946
Ormond Beach FL 32175

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Richard Quint
19 Concord Drive
Ormond Beach FL 32176

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Richard Quint

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 18, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 18, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

American Incorporators Ltd.
1220 North Market Street, Suite 608
Wilmington DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

American Marketing Technologies Inc.

REGISTERED AGENT/OFFICE:

**Richard Quint
19 Concord Drive
Ormond Beach FL 32176**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD QUINT

Date: May 18, 1998.

**American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5782**

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