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HAGEN & HAGEN, P.A.
3990 SHERIDAN STREET, SUITE 104
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MAX M. HAGEN
KEVIN L. HAGEN

PLEASE REF. TO
OUR FILE #

4390

June 26, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: American Consumer Trust, Inc.

600002574706--8
-06/29/98-01058-016
***122.50 ***122.50

Dear Sir or Madam:

In regard to the above corporation, enclosed please find original and one copy of the Articles of Incorporation to incorporate as a Florida corporation. Also enclosed is my client's check number 1022 in the sum of \$122.50 for the filing fee required in this connection.

Please send the Certificate of Incorporation and Articles of Incorporation stamped by the Secretary of State to the undersigned when completed.

Thank you for your attention to this matter.

Very truly yours,



KEVIN L. HAGEN
KLH:hk
Enclosures

cc: Robert Neumann

FILED
98 JUN 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PN 6-30-98

ARTICLES OF INCORPORATION

OF

American Consumer Trust, Inc.

FILED
98 JUN 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is American Consumer Trust, Inc. The principal place of business and mailing address for the corporation is: 6 Palermo Avenue, Suite 100, Coral Gables, Florida 33134.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 SHERIDAN STREET, SUITE 104
HOLLYWOOD, FLORIDA 33021

and the name of the initial registered agent at that address is:

KEVIN L. HAGEN

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Neumann President/Treasurer	6 Palermo Avenue, Suite 100 Coral Gables, Florida 33134
Michael Feinberg Vice President/Secretary	6 Palermo Avenue, Suite 100 Coral Gables, Florida 33134

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Neumann	6 Palermo Avenue, Suite 100 Coral Gables, Florida 33134

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

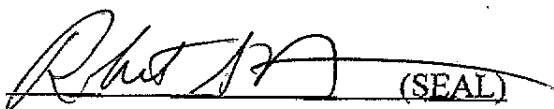
At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 24 day of June, 1998.

 (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

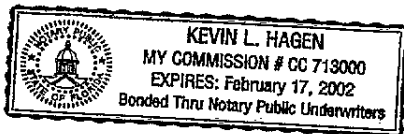
BEFORE ME, the undersigned authority, personally appeared to me, Robert Neumann, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 24 day of June A.D., 1998.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT American Consumer Trust, Inc.
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED KEVIN L. HAGEN LOCATED
AT 3990 SHERIDAN STREET, SUITE 104, CITY OF HOLLYWOOD, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Robert Neumann

BY: Robert Neumann
TITLE: President

Dated this 24 day of June, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Kevin L. Hagen
KEVIN L. HAGEN
RESIDENT AGENT

Dated this 24 day of June, 1998.

FILED
98 JUN 29 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA