

LAW OFFICES
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PAUL R. MARCUS

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P98000081405

July 31, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
American Financial Services, Inc.

Gentlepersons: *Electronic*

400002641064--3
-09/16/98--01059--008
****122.50 ****122.50

Upon receipt of this letter together with the attached check in the amount of \$122.50, please file the Articles of Incorporation and forward a certified copy of same to the undersigned.

Thank you.

Very truly yours,

PAUL R. MARCUS

PRM/ps
Enclosures

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*Patty, gave auth by
phone to change the
Corporate name.
9/29/98*

FILED
98 SEP 16 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 21 1998

ARTICLES OF INCORPORATION
OF
AMERICAN ELECTRONIC FINANCIAL SERVICES, INC.

ARTICLE I - NAME

The name of this Corporation is AMERICAN ELECTRONIC FINANCIAL SERVICES, INC.

**ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 9990 S.W. 77th Avenue, PH.
1, Miami, Florida 33156.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

1,000 shares of common stock -- par value \$1.00.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration therefore shall have been paid.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 9990 S.W. 77th Avenue, PH. 1, Miami, Florida 33156. The name of the initial registered agent of this Corporation at that address is Paul R. Marcus. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is James E. Middleton at 9990 S.W. 77th Avenue, PH. 1, Miami, Florida 33156.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES E. MIDDLETON	9990 S.W. 77th Avenue, PH. 1 Miami, Florida 33156

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

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


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of September, 1998.


JAMES E. MIDDLETON
INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8th day of September, 1998, by JAMES E. MIDDLETON, Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 8th day of September, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



PATRICIA SNOW
My Commission CC498352
Expires Nov. 19, 1999

My Commission Expires:

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

AMERICAN ELECTRONIC FINANCIAL SERVICES, INC. having appointed the undersigned as its
Registered Agent and 9990 S.W. 77th Avenue, PH. 1, Miami, Florida 33156 as its registered office,
the undersigned hereby accepts said appointment and agrees to act in said capacity.



PAUL R. MARCUS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA