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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: A.M.C.C. COMPANY

AUDIT NUMBER.....H98000019914

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
A.M.C.C. COMPANY**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is A.M.C.C. COMPANY

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, with a par value of One Dollar (1.00) per share. The shareholders of the Corporation shall be vested with preemptive rights.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address is 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129.

These Articles prepared by:
Jose R. Pujols, Esq. (FBN: 936911)
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
(305) 569-9533

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**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129, and the name of its initial registered agent at such address, is Jorge Castro-Calou.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be two (2) directors. The names and addresses of the initial directors are as follow:

| | |
|--------------------|--|
| Ana Maria Castro | 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129 |
| Jorge Castro-Calou | 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129 |

**ARTICLE EIGHT
OFFICERS**

The initial officers of the corporation and their addresses are as follows:

| | | |
|--------------------|----------------|--|
| Jorge Castro-Calou | President | 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129 |
| Ana Maria Castro | Vice President | 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129 |
| Mariana Castro | Treasurer | 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129 |

**ARTICLE NINE
INCORPORATORS**

The name and address of each incorporator is: Jorge Castro-Calou at 1581 Brickell Avenue, Suite 2003, Miami, Florida 33129.

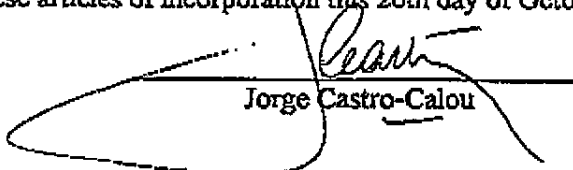
**ARTICLE TEN
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, makes and files these articles of incorporation this 26th day of October, 1998.


Jorge Castro-Calou

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT A.M.C.C., COMPANY DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

1581 Brickell Avenue, Suite 2003
Miami, Florida 33129

HAS NAMED JORGE CASTRO-CALOU, LOCATED AT 1581 Brickell Avenue, Suite 2003,
Miami, Florida 33129, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



Jorge Castro-Calou

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

By: 

Jorge Castro-Calou

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