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LAW OFFICES OF  
**KENNETH F. CLAUSSEN**

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4675 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146

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December 8, 1998

Secretary of State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Americas Information Gateway Services, Inc.

Dear Sirs:

Enclosed is an original and a copy of Articles of Incorporation for Americas Information Gateway Services, Inc. for filing with the state. Also enclosed is my check in the amount of \$70.00 for filing fees. Please return a stamped copy to me.

Thank you.

Sincerely,



Kenneth F. Claussen

KFC/mr  
Enclosure

100002708611--4  
-12/10/98--01037--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**FILED**  
98 DEC 10 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PMC  
12/11/98

ARTICLES OF INCORPORATION  
OF  
AMERICAS INFORMATION GATEWAY SERVICES, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 this corporation is Americas Information Gateway Services, Inc.

ARTICLE II - Duration

This corporation is to commence its corporate existence on the date of filing these articles with the Secretary of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of engaging in any and all lawful business.

ARTICLE IV - Stated Capital

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for consideration, having a value not less than the par value of the shares, as is determined from time to time by the board of directors, to be paid, in whole

or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration has been paid. Thereafter, the shares shall be deemed to be fully paid and non-assessable.

#### **ARTICLE V - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any and all the powers and duties conferred to or imposed on the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the shareholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Kenneth F. Claussen	4675 Ponce De Leon Blvd. Suite 305 Coral Gables, FL 33146

**ARTICLE VI - Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

**ARTICLE VII - By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors or the shareholders, but the board of directors may not alter, amend or repeal any by-law adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the board of directors.

**ARTICLE VII - Incorporator**

The name and address of the incorporator to these articles is:

<u>Name</u>	<u>Address</u>
Kenneth F. Claussen	4675 Ponce De Leon Blvd. Suite 305 Coral Gables, FL 33146

**ARTICLE IX - Initial Registered Office and Agent**

The street address of the principal and registered office of the corporation is 4675 Ponce De Leon Blvd. Suite 305, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Kenneth F. Claussen.

IN WITNESS WHEREOF, the subscriber has executed these  
articles this 8<sup>th</sup> day of December 1998.

KF Claussen  
Kenneth F. Claussen, Incorporator

98 DEC 10 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and  
responsibilities as registered agent for the corporation.

KF Claussen  
Kenneth F. Claussen, Registered Agent

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, an officer duly  
authorized to administer oaths and take acknowledgments,  
personally appeared Kenneth F. Claussen, known to me and known by  
me to be the person who executed the foregoing articles of  
incorporation, and he acknowledged before me that he executed the  
same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of December  
1998, at Miami, Miami-Dade County, Florida.

Carmen E. Dominguez  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_



CARMEN E DOMINGUEZ  
My Commission CC425403  
Expires Dec. 08, 1998  
Bonded by HAI  
800-422 1555