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ACCOUNT NO. : 072100000032

REFERENCE : 108669 7171905

AUTHORIZATION :

Patricia Pagan
COST LIMIT : \$ 78.75

ORDER DATE : January 22, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 108669-005

CUSTOMER NO: 7171905

CUSTOMER: Mr. Seth I. Cohen
SETH I. COHEN, P.A.
SETH I. COHEN, P.A.
Suite 105
2499 Glades Road
Boca Raton, FL 33431

200002751392--6

DOMESTIC FILING

NAME: AMERICAS ENTERPRISE GROUP,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: *AG*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 PM 3:50

99 JAN 22 AM 11:24
RECEIVED
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 PM 3:50

ARTICLES OF INCORPORATION

OF

AMERICAS ENTERPRISE GROUP, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be **AMERICAS ENTERPRISE GROUP, INC.**

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 8230 C. Severn Drive, Boca Raton, Florida 33433.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the Corporation shall be Fifteen Hundred (1,500) shares of common stock having a par value of \$.01 per share. All of said stock shall be payable in cash,

patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 8230 C. Severn Drive, Boca Raton, Florida 33433. The name of the initial registered agent at that address is Humberto Sverdrup.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, the number of which shall be determined in accordance with the Bylaws of the Corporation. Initially the Board of Directors shall consist of one (1) member, the name and address of whom is:

<u>NAME</u>	<u>ADDRESS</u>
Humberto Sverdrup	8230 C. Severn Drive Boca Raton, Florida 33433

The initial Director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 22 PM 3:50

ARTICLE IX: INCORPORATOR

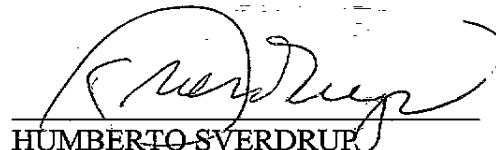
The name and address of the person signing these Articles of Incorporation as Incorporator is:

Humberto Sverdrup
8230 C. Severn Drive
Boca Raton, Florida 33433

ARTICLE X: INDEMNITY

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 21 day of January, 1999.



HUMBERTO SVERDRUP

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.



HUMBERTO SVERDRUP