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99 JAN 26 AM 8:55

Date January 26, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

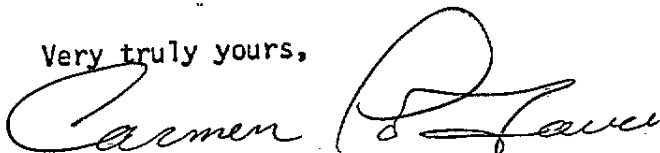
Re: American Teller Corp Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Carmen LaFauci
(individual's name)

American Teller Corp

(name of corporation)

Mailing address of corporation

18277 N.E. 4 Court

N. Miami Beach, FL 33162

Phone: (305) 651-4001

Hall
FEB - 1 1999

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From the desk of
Julia Holley

January 26, 1999

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

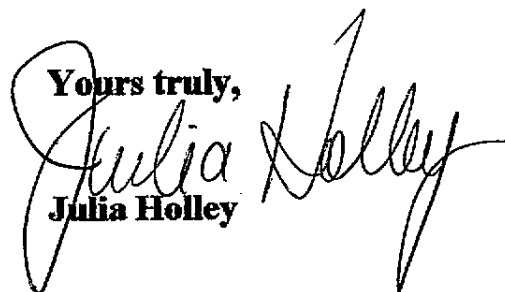
Re: American Teller Corp.

To whom it may concern:

Please be advised that I, Julia Holley being the sole owner of the above referenced corporation, American Teller Corp. hereby relinquish all my rights to use that name and hereby give my permission to Carmen LaFauci to form a new corporation using the name American Teller Corp.

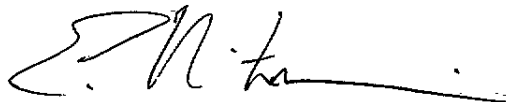
Thanking you in advance for your cooperation in this matter, I remain

Yours truly,


Julia Holley



**ERIC N. ZIMMERMAN
COMMISSION # CC 716191
EXPIRES FEB 12, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.**

 1.26.99

ARTICLES OF INCORPORATION

of
American Teller Corp
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

American Teller Corp

18277 N.E. 4 Court
N. Miami Beach, FL 33162

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of One
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

| | | | |
|---------|--------------------|---------|-----------|
| NAME | Carmen LaFauci | | |
| ADDRESS | 18277 N.E. 4 Court | | |
| CITY | N. Miami Beach | FLORIDA | ZIP 33162 |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

| | | | |
|---------|--------------------|----------|-----------|
| NAME | Carmen LaFauci | | |
| ADDRESS | 18277 N.E. 4 Court | | |
| CITY | N. Miami Beach | STATE FL | ZIP 33162 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

| | | | |
|---------|--------------------|-------|--------------|
| NAME | Carmen LaFauci | | |
| ADDRESS | 18277 N.E. 4 Court | | |
| CITY | N. Miami Beach | STATE | FL ZIP 33162 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of January, 1999.

Carmen LaFauci (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Carmen LaFauci

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26th day of January, 1999.

(Notary Seal)

Eric N. Zimmerman
(Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Teller Corp
(name of corporation)

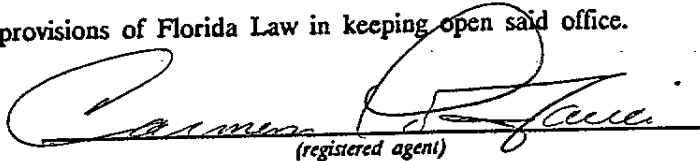
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 18277 N.E. 4 Court
N. Miami Beach, FL 33162

has named Carmen LaFauci
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.


(registered agent)