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CLIFRIN A. WILLIAMS
4571 NW 90 AVENUE
SUNRISE, FL 33351

February 3, 1999

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*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

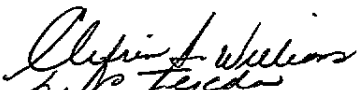
Dear Sir/Madam:

SUBJECT: AMERIJAM INTERNATIONAL RESOURCES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75, representing the fee for filing the same and the issuance of a certificate.

Should you have any questions regarding the enclosures, please contact my accountant, Mrs. Tejeda at (954) 527-9960.

Sincerely,


Clifrin A. Williams

FILED
99 FEB 11 AM 10:35
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

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**ARTICLES OF INCORPORATION
OF
AMERIJAM INTERNATIONAL RESOURCES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, as proper person acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

ARTICLE I.

The name of the corporation is **AMERIJAM INTERNATIONAL RESOURCES, INC.**

ARTICLE II.

The corporation shall exist in perpetuity commencing on the date of the filing of the Article of Corporation.

ARTICLE III.

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

The aggregate number of shares this corporation is authorized to issue is 1,000 shares at \$1.00 par value common stock which shall be designated as Common Shares.

ARTICLES V.

This corporation will not commence business until at least \$100.00 (one hundred dollars) have been received by it as consideration for the issuance of shares.

ARTICLES VI.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II.

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLES VII.

The street address of the initial principal office of this corporation is 4571 NW 90 Avenue, and the name of the initial registered agent of this corporation and address is: ^{Sunrise, FL 33351}

**Carmen S. Romero-Tejeda
c/o CST Financial Services
1525 S. Andrews Avenue, Suite 7
Ft. Lauderdale, FL 33316**

ARTICLES VIII.

The number of directors constituting the initial Board of Directors of the corporation is one (1). 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 name and address of the person who is to serve as director until the first annual meeting of shareholders or until a successor is elected is:

**Clifrin A. Williams
4571 NW 90 Avenue
Sunrise, FL 33351**

ARTICLE IX.

The name and address of the incorporator of these Articles of Incorporation is:

**Clifrin A. Williams
4571 NW 90 Avenue
Sunrise, FL 33351**

ARTICLE X.

This corporation reserves the right and power to amend, adopt, alter or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI.

Special meetings of shareholders may be called by any shareholder owning at least fifty percent of the shares of stock entitled to vote.

ARTICLE XII.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII.

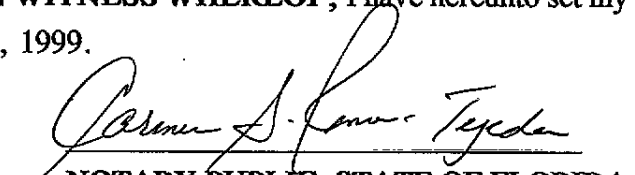
At each such election for Directors, every shareholder entitle to vote at such election shall have the right to cumulate his votes by giving on candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

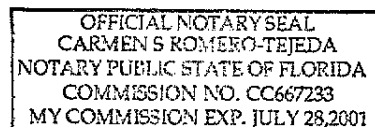
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3rd day of February, 1999.


CLIFRIN A. WILLIAMS

I HEREBY CERTIFY that before me, the undersigned authority, Clifrin A. Williams, personally appeared before me, took an oath, and executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 3rd day of February, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

FIRST THAT AMERIJAM INTERNATIONAL RESOURCES, INC. IS DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT:

4571 NW 90 Avenue
Sunrise, FL 33351

AND HAS NAMED:

Carmen S. Romero-Tejeda

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AMERIJAM INTERNATIONAL RESOURCES INC.

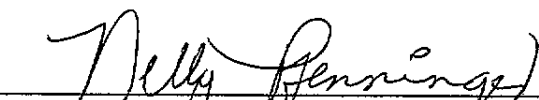
BY: 
CLIFRIN A. WILLIAMS, PRESIDENT

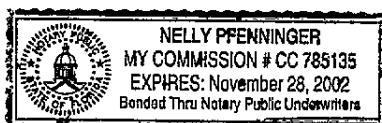
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


CARMEN S. ROMERO-TEJEDA

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBE before me this 8th day of February, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



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99 FEB 11 AM 10:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE