

PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

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February 24, 1999

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Att: Caroline Batten

Re: W99000003164

Rejected Name:

New Name:

AMT WORLDWIDE CORP.
AMT TRADE CORPORATION

FILED
99 MAR -2 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Caroline:

Enclosed please find the following documents for recording on behalf of AMT Trade Corporation:

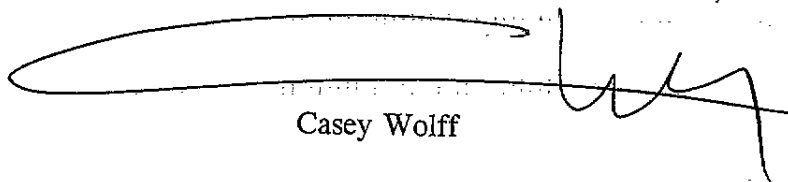
1. Articles of Incorporation of AMT Trade Corporation; and
2. Certificate of Designation of Registered Agent.

This office previously submitted Articles of Incorporation in the name of AMT Worldwide Corp. and was advised they were rejected because the name was not available. Kindly apply the \$70.00 filing fee previously submitted to this filing.

Please date stamp the enclosed copy and return it to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.


Casey Wolff

CW\mes
encs.

CASEY WOLFF

Admitted in Florida and Pennsylvania

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

PAULICH & SLACK, P.A.
801 ANCHOR RODE DR.,STE.203
NAPLES, FL 34103

SUBJECT: AMT WORLDWIDE CORP.
Ref. Number: W99000003164

We have received your document for AMT WORLDWIDE CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 499A00005544

ARTICLES OF INCORPORATION
OF
AMT TRADE CORPORATION

FILED
99 MAR -2 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be:

AMT TRADE CORPORATION

The principal place of business and mailing address of this corporation shall be:

550 Elkham Circle, Suite 557A
Marco Island, Florida 34145

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at no par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

c/o Paulich, Slack & Wolff, P.A.
801 Anchor Rode Drive, Suite 203
Naples, Florida 34103

and the name of the initial registered agent shall be:

Casey Wolff, Esq.

ARTICLE V **EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII **SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII **ELECTION OF SUBCHAPTER S**

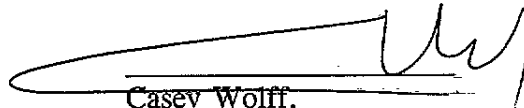
This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX **INCORPORATOR**

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

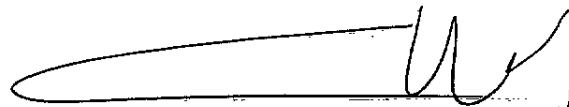
Casey Wolff, Esq.
Paulich, Slack & Wolff, P.A.
801 Anchor Rode Drive, Suite 203
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this
21 day of February, 1999.



Casey Wolff,
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Casey Wolff, Esq.

FILED
99 MAR -2 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA