

P99000040431

LAW OFFICES OF
KENNETH F. CLAUSSEN

RIVIERA PROFESSIONAL BUILDING, SUITE 305
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222
FACSIMILE (305) 856-5644
E-MAIL kclausse@bellsouth.net

April 26, 1999

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

Re: AMIGAS Venture Group, Inc.

Dear Sirs:

Enclosed is an original and a copy of Articles of Incorporation for AMIGAS Venture Group, 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

700002858297--4
-04/30/99-01078-003
*****70.00 *****70.00

FILED
99 APR 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
5/14/98

ARTICLES OF INCORPORATION

OF

AMIGAS VENTURE GROUP, INC.

FILED

99 APR 30 PM 3:15

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 Amigas Venture Group, Inc.

ARTICLE II - Duration

This corporation is to commence its corporate existence on the date of filing 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 100,000 shares of One Cent (\$.01) 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>
Jose F. Matto	Post Office Box 590750 Miami, Florida 33159-0750

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 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 are:

<u>Name</u>	<u>Address</u>
Jose F. Matto	Post Office Box 590750 Miami, Florida 33159-0750

ARTICLE IX - Initial Registered Office and Agent

The street address of the principal and registered office of the corporation is 5600 N.W. 36 Street, Suite 104, Miami, Florida 33159, and the name of the initial registered agent of the corporation at that address is Jose F. Matto.

IN WITNESS WHEREOF, the subscriber has executed these articles this ____ day of April, 1999.



Jose F. Matto, Incorporator

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



Jose F. Matto, Registered Agent

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jose F. Matto, 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 26th day of April, 1999, at Miami, Miami-Dade County, Florida.

Carmen E. Dominguez
Notary Public, State of Florida
Commission No.: _____



Carmen E Dominguez
My Commission CC795393
Expires December 8, 2002