

LAW OFFICES OF
PETER A. GONZALEZ, P. A.

THE COLONNADE, SUITE 710
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33134

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OF COUNSEL TO:
LOUIS & MARTINEZ, P.A.

P99000062703

July 6, 1999

EFFECTIVE DATE
7-6-99

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

800002925058--8
-07/07/99--01038--016
****122.50 *****78.75

Re: AMERICAN MEADOWS, INC.

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 4440, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Pedro A. Gonzalez

PAG/jlr
Enclosures

FILED
99 JUL -7 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GALLMON-CASE

JUL 14 1999

EFFECTIVE DATE
7-6-99

ARTICLES OF INCORPORATION
OF
AMERICAN MEADOWS, INC.

FILED
99 JUL -7 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is American Meadows, Inc. Its principal office and mailing address is The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

ARTICLE II - DURATION

The effective date of this Corporation shall be July 6, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Terence Christopher Allen	The Colonnade, Suite 710 2333 Ponce de Leon Boulevard Coral Gables, Florida 33134
Michael Lizotte	The Colonnade, Suite 710 2333 Ponce de Leon Boulevard Coral Gables, Florida 33134

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

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

Name

Address

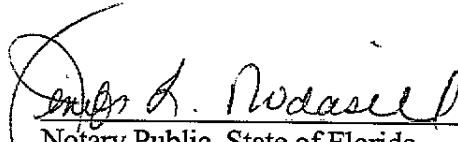
Pedro A. Gonzalez

The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134


Pedro A. Gonzalez,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The foregoing Articles of Incorporation of American Meadows, Inc. were acknowledged
before me this 6th day of July, 1999, by Pedro A. Gonzalez, as Incorporator.

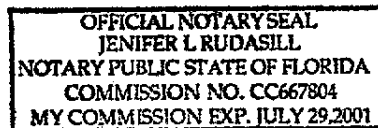

Notary Public, State of Florida

Name: _____

Commission Number: _____

My Commission Expires : _____

(Seal)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for American Meadows, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 6, 1999.



Pedro A. Gonzalez

FILED
99 JUL -7 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA