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ST. LOUIS & MARTINEZ, P.A.

ATTORNEYS AT LAW

THE COLONNADE, SUITE 710

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CORAL GABLES, FLORIDA 33134

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\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: AM-PM MARKETING & MANAGEMENT, INC.

To Whom It May Concern:

FILED  
99 JUL - 7 PM 4: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. 4444, 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,



Roland R. St. Louis, Jr.

RSL/jlr  
Enclosures

CALLAHAN ONE JUL 14 1999

EFFECTIVE DATE  
7-6-99

**ARTICLES OF INCORPORATION  
OF  
AM~PM MARKETING & MANAGEMENT, INC.**

FILED  
99 JUL -7 PM 4: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is AM~PM Marketing & Management, Inc. Its principal office and mailing address is 2501 South Ocean Drive, Suite 1411, Hollywood, Florida 33019.

**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 \$.01 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 Roland R. St. Louis, Jr., 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 one member. The number of directors 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 name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Ramsay H. Saffouri	2501 South Ocean Drive Suite 1411 Hollywood, Florida 33019

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

Roland R. St. Louis, Jr.

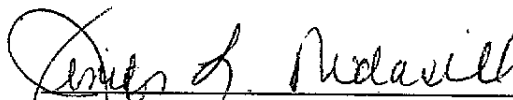
The Colonnade, Suite 710  
2333 Ponce de Leon Boulevard  
Coral Gables, Florida 33134



Roland R. St. Louis, Jr.  
Incorporator

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

The foregoing Articles of Incorporation of AM~PM Marketing & Management, Inc., were acknowledged before me this 6<sup>th</sup> day of July, 1999, by Roland R. St. Louis, Jr., as Incorporator.



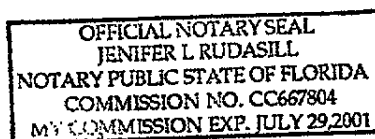
Notary Public, State of Florida

Name: \_\_\_\_\_

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(Seal)



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for AM~PM Marketing & Management, Inc., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., 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



Roland R. St. Louis, Jr.

FILED  
99 JUL -7 PM 4: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA