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REED, GRIFFITH & MORAN
ATTORNEYS AT LAW
POST OFFICE DRAWER 10
630 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33425

FILED

98 JUL -6 PM 3:08

ROBERT B. REED
JAMES J. MORAN

ROBERT F. GRIFFITH, JR.
OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: 561 732-6188
561 737-1893
FAX: 561 732-4222

July 2, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

100002580131--G
-07/06/98--01046--002
****122.50 ****122.50

RE: A. A. Holding Company Inc.

Gentlemen:

Enclosed herewith please find original and one (1) copy of Articles of Incorporation of A. A. HOLDING COMPANY INC., a Florida corporation, original Certificate Designating Place of Business and this firm's check in the amount of \$122.50.

Please file the Articles of Incorporation and return a certified copy to this office in the envelope provided. Thank you in advance for your assistance in this matter.

Sincerely,

Robert B. Reed

ROBERT B. REED

/cw
Enclosures

Carol GAVE
AUTHORIZATION BY PHONE IN
RA ADDRESS
SPK

P. Hall

JUL -7 1998

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98 JUL -6 PM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A. A. HOLDING COMPANY INC.

ARTICLE I - NAME

The name of this corporation is A. A. HOLDING COMPANY INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description; to make and obtain loans on real estate and on personal property; enter into contracts to buy and sell any property as well as mortgages, trust deeds, contracts and evidences of indebtedness; and for the purpose of transacting any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of no par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3301 SW 14th Place, Building #1, Boynton Beach, Florida 33426 and the name of the initial registered agent of this corporation is Zygmunt S. Czarniecki located at 6057 NW 32nd Way, Boca Raton, Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is:

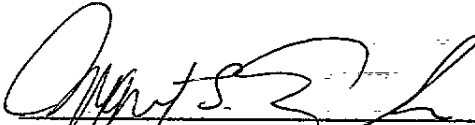
<u>NAME</u>	<u>ADDRESS</u>
ZYGMUNT S. CZARNIECKI	6057 NW 32nd Way Boca Raton, Florida 33496
RICHARD SWEENEY	23084 L'Ermitage Circle Boca Raton, Florida 33433
THOMAS SWEENEY	6101 N. W. 60th Terrace Parkland, Florida 33067
GERRY SWEENEY	360 Jefferson Drive #304 Deerfield Beach, Florida 33442

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
ZYGMUNT S. CZARNIECKI	6057 NW 32nd Way Boca Raton, Florida 33496

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these articles of incorporation this 2nd day of
July, 19 98.



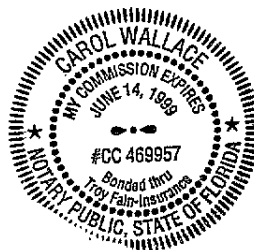
ZYGMUNT S. CZARNIECKI
Subscriber

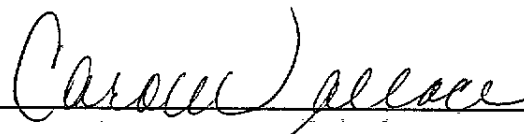
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take
acknowledgments in the state and county set forth above,
personally appeared ZYGMUNT S. CZARNIECKI to me known to
to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this
2nd day of July, 19 98.





NOTARY PUBLIC, State of Florida

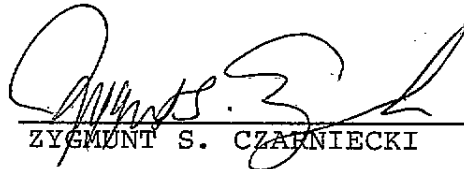
My Commission Expires:

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED 38 JUL -6 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

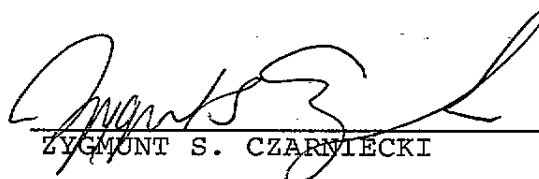
FIRST: -- That A. A. HOLDING COMPANY INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at City of Boynton Beach, State of Florida, has named ZYGMUNT S. CZARNIECKI located at 6057 NW 32nd Way, City of Boca Raton, State of Florida, as its Agent to accept service of process within Florida.


ZYGMUNT S. CZARNIECKI

Title: President

Date: July 2, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.


ZYGMUNT S. CZARNIECKI

Date: July 2, 1998