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LAZARUS CORPORATE FILING SERVICE, INC.
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MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMERICAN CLASSIC INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED RECEIVED
 98 AUG 28 PM 2:33
 99 AUG 26 AM 11:10
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input checked="" type="checkbox"/>	Annual Report
<input checked="" type="checkbox"/>	Fictitious Name
<input checked="" type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

RECEIVED
 98 AUG 25 AM 10:59
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1998

LAZARUS

MIAMI, FL

SUBJECT: AMERICAN CLASSIC INC.
Ref. Number: W98000019576

We have received your document for AMERICAN CLASSIC INC.. However, the document has not been filed and is being returned for the following:

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 398A00044277

RECEIVED
98 AUG 28 AM 11:15
DIVISION OF CORPORATION

FILED

98 AUG 28 PM 2:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
OF

ALL AMERICAN CLASSIC INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, right, privileges and immunities of a profit corporation.

ARTICLE I - NAME

The name of the corporation shall be:

ALL AMERICAN CLASSIC INC.

ARTICLE II - PRINCIPAL OFFICE

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

1010 EUCLID AVE. #4
Miami Beach, Fl. 33158

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 200 shares of One Dollar (\$ 1.00) par value common stock

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as many be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Guillermo A. Sepulveda
1010 Euclid Ave. #4
Miami Beach, Fl. 33158

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Guillermo A. Sepulveda
Director

Joel R. Gonzalez
Director

Article VIII - INCORPORATOR

The name and street of the incorporator to these article is:

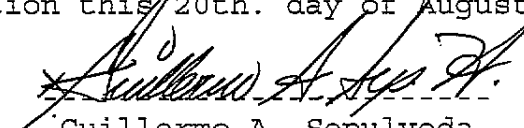
Guillermo A. Sepulveda
1010 Euclid Ave.
Miami Beach, Fl. 33158

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officers or directors to the extent permitted by law.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 20th. day of August 1998

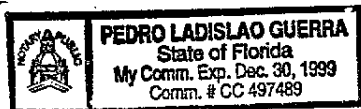

Guillermo A. Sepulveda

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared: Guillermo A. Sepulveda 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.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 20th. day of August 1998.



Notary Seal.



NOTARY PUBLIC
State of Florida at Large

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That ALL AMERICAN CLASSIC INC. is desiring to organize under the laws of the state of Florida has appointed Guillermo A. Sepulveda of 1010 Euclid Ave. Miami Beach FL. 33158 as its registered agent to accept service of process within the state.

Guillermo A. Sepulveda
TITLE Director
DATE Augt/20/98

ACKNOWLEDGMENT;

Having been named by the first Board of Directors of ALL AMERICAN CLASSIC INC. 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 agree to comply with the applicable provisions of the Florida Statutes, this 20th. day of August, 1998.

Guillermo A. Sepulveda
GUILLERMO A. SEPULVEDA
Register Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 AUG 20 PM 2:33

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