

TRANSMITTAL LETTER

P98000102443

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/07/98--01164--010
*****78.75 *****78.75

SUBJECT: ALL ELECTRIC GROUP INC.
(Proposed corporate name ~ must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Abraham Adolfo Rodriguez
Name (printed or typed)
8410 West Flagler Street, Suite 208
Address
Miami, Fl. 33144
City, State & Zip
(305) 554-7724
Daytime Telephone number

98 DEC -7 PM 10:19
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ajc
12/19

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ALL ELECTRIC GROUP INC.

ARTICLE II PRINCIPAL OFFICE

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

10825 S.W., 88th. Street
Suite No. 237
Miami, Fl. 33176.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares Common Stock, no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Abraham Adolfo Rodriguez
8410 West Flagler Street, Suite 208
Miami, Florida, 33144

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TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

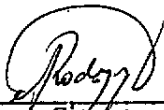
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):


Abraham Adolfo Rodriguez, 10825 S.W., 88 St., Suite No.237
President. Miami, Fl. 33176

Cesar Octavio Tirado 10825 SW., 88 St., Suite No.237
Treasurer and Secretary Miami, Fl.33176.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22nd. day of November, 19 98

x


Signature


Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALL ELECTRIC GROUP INC.

2. The name and address of the registered agent and office is:

Abraham Adolfo Rodriguez

(NAME)

8410 West Flagler Street, Suite 208

(P.O. Box or Mail Drop Box **NOT ACCEPTABLE**)

Miami, Fl. 33144.

(CITY/STATE/ZIP)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

11- 22- 98

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314