

099000078657

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

American Advantage, Inc

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*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -2 PM 3:21

RECEIVED
99 SEP -2 AM 10:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: AS 9/2/99 9:34
 Name Date Time

Walk-In _____ Will Pick Up _____

of 9/2/99

ARTICLES OF INCORPORATION
OF
AMERICAN ADVANTAGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -2 PM 3: 21

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I.
NAME

The name of the Corporation shall be AMERICAN ADVANTAGE, INC.

ARTICLE II.
DURATION

The corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business

¹ *Luis Montalvo*
6170 N.W. 173Rd Street
Apartment 429
Miami, Florida 33015
305-826-8360

permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

ARTICLE V.
CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars (\$100).

ARTICLE VI.
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Franklin Montalvo, 6170 Northwest 173rd Street, Apartment 429, Miami, Florida 33015.

ARTICLE VII.
REGISTERED OFFICE

The initial registered office of this Corporation shall be:

6170 Northwest 173rd Street
Apartment 429
Miami, Florida 33015

ARTICLE VIII.
CORPORATE OFFICES

The principal place of business of the Corporation shall be 6170 Northwest 173rd Street, Apartment 429, Miami, Florida 33015, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE IX.
DIRECTORS

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

FRANKLIN MONTALVO

6170 Northwest 173rd Street
Apartment 429
Miami, Florida 33015

C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
2. Sales and installation of sound and security equipment.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X.
INCORPORATOR

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

FRANKLIN MONTALVO	6170 Northwest 173rd Street Apartment 429 Miami, Florida 33015
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ARTICLE XI.
OFFICERS

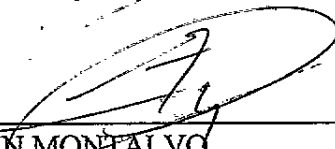
The names and addresses of the initial officers of this Corporation are as follows:

FRANKLIN MONTALVO	6170 Northwest 173rd Street
President - Secretary - Treasurer	Apartment 429
Director	Miami, Florida 33015

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30 day of August, 1999.



FRANKLIN MONTALVO

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD }

I **HEREBY CERTIFY** that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared FRANKLIN MONTALVO, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this 30 day of August, 1999.





NOTARY PUBLIC, State of Florida at Large

April May Loor

Printed/Typed Name of Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

That AMERICAN ADVANTAGE, desiring to organize under the laws of the State of Florida
, INC.
with its principal office, as indicated in the Articles of Incorporation at 6170 Northwest 173rd
Street, Apartment 429, Miami, Florida 33015, has named Franklin Montalvo, 6170 Northwest 173rd
Street, Apartment 429, Miami, Florida 33015, as its registered agent to accept service of process
within this State.

Signature: _____

FRANKLIN MONTALVO

Date: _____

August 30, 99

Having been named to accept service of process for the above stated Corporation, at the
place

designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of all statutes relative to the proper and complete performance of our duties.

FRANKLIN MONTALVO

DATED: _____

August 30, 99