

Charter Number Only

PD0000000291

12/21/99

The office alternative

Requestor's Name

300 S. Biscayne Blvd. way #1014

Address

Miami, FL 33131

City

State

ZIP

Phone

8080

ATION ONLY

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

CORPORATION(S) NAME

All American Incorporated



Empire Toll Free: 1-800-432-3028

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99 DEC 22 AM 9:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
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W.P. Verifier

WAG 2/9/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 1999

EMPIRE

MIAMI, FL 33131

SUBJECT: ALL AMERICAN MANAGEMENT
Ref. Number: W99000029169

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

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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: 599A00060394

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALL AMERICAN MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is ALL AMERICAN MANAGEMENT, INC. The principal office mailing address is:

300 Biscayne Blvd Way #1014
Miami, FL 33131

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERD OFFICE AND AGENT

The street address of the initial registered office of this corporation is 300 Biscayne Blvd Way #1014 Miami, FL 33131 and the name of the initial registered agent of this corporation at that address is: Juan Martinez

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have 4 directors(s) 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 name and address of the initial directors of this corporation are:

Pedro Mora- Vice president/Director
300 Biscayne Blvd Way #1014
Miami, FI 33131

Pedro Mora- President/Director
300 Biscayne Blvd Way #1014
Miami, FI 33131

Pepe Morales- Treasurer/Director
300 Biscayne Blvd Way #1014
Miami, FI 33131

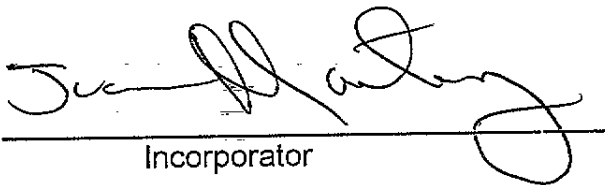
Marcos Rodriguez- Secretary/Director
300 Biscayne Blvd Way #1014
Miami, FI 33131

The name address of the incorporator executing these Articles of Incorporation is:

Juan Martinez
300 Biscayne Blvd Way #1014
Miami, FI 33131

Signature: _____

Incorporator

A handwritten signature in black ink, appearing to read 'Juan Martinez', is written over a horizontal line. The signature is stylized with a large, looping 'J' and 'M'.

ARTICLE IX –BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI – SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in a person or by proxy shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

ARTICLE XII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII –INDEMNIFICATION

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

ARTICLE XIV – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

I, the undersigned, having been named as initial registered agent of the corporation do hereby accept said office and will serve in said capacity.


Juan Martinez (Registered Agent)


Pedro Mora (Director)

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TALLAHASSEE FLORIDA