

FRED J. WARD, P.A.  
Attorney at Law

7397

203 Union Planters Bank Building  
499 East Sheridan Street  
Dania Beach, Florida 33004

Telephone (954) 920-9882  
Facsimile (954) 920-9884

January 18, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300003104893--4  
-01/20/00--01096--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

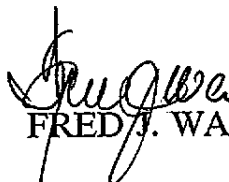
Re: Incorporation of AEDA, INC.

Gentlemen:

Enclosed please find two fully executed Articles of Incorporation, together with their Resident Agent Designation forms. I have enclosed my trust account check in the amount of \$78.75, representing the filing fee and for the return of a certified copy and Secretary of State letter.

Thank you.

Yours truly,

  
FRED J. WARD

FJW:kb  
enclosures as stated

FILED  
00 JAN 20 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AEDA, INC.**

**FILED**  
00 JAN 20 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**AEDA, INC.**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares of Common Stock  
\$1.00 Par Value, Per Share

All of said stock shall be payable in cash, property, real or personal, labor or services, in lieu of cash, at a just valuation to be fixed by the Board of Directors of

this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

#### ARTICLE IV

The amount of capital which this corporation shall commence business shall not be less than \$100.00.

#### ARTICLE V

The initial post office address of this corporation is:

c/o Dania Beach Hotel  
180 East Dania Beach Boulevard  
Dania Beach, Florida 33004

Registered Agent for service in the State of Florida shall be:

**ANTONIO PORTILLA**  
c/o Dania Beach Hotel  
180 East Dania Beach Boulevard  
Dania Beach, Florida 33004

The principal office of this corporation shall be in Broward County, Florida. The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

#### ARTICLE VI

The corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by the By-Laws, adopted by the Stockholders. The names and post office addresses of the

officers and members of the First Board of Directors are:

NAME:	ADDRESS:	OFFICE:
ANTONIO PORTILLA	c/o Dania Beach Hotel 180 East Dania Beach Boulevard Dania Beach, Florida 33004	President

The members of the First Board of Directors shall hold office until the first annual meeting of the stockholders of this corporation.

#### ARTICLE VII

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and the value of the consideration to be paid therefor is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
ANTONIO PORTILLA	c/o Dania Beach Hotel 180 East Dania Beach Boulevard Dania Beach, Florida 33004	100	\$100.00

#### ARTICLE VIII

##### REGISTERED OFFICE AND REGISTERED AGENT:

The registered office and registered agent of the corporation shall be:

ANTONIO PORTILLA  
c/o Dania Beach Hotel  
180 East Dania Beach Boulevard  
Dania Beach, Florida 33004

#### ARTICLE IX

After incorporation, the corporation may adopt a plan agreeable to and

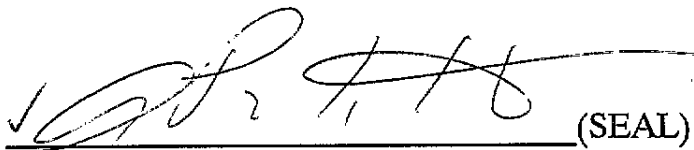
consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation, agreeable to the provisions of the U.S. Internal Revenue Code.

#### ARTICLE X

The Articles of Incorporation may be amended in the manner provided in the Florida Statutes, or any successor provision in said Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the corporation.

**THE UNDERSIGNED**, being the original subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set his hand

and seal this 18<sup>th</sup> day of January, 2000.

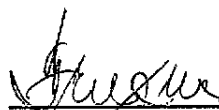
  
\_\_\_\_\_(SEAL)  
**ANTONIO PORTILLA**

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF BROWARD    )

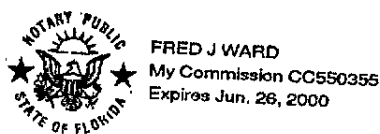
**BEFORE ME**, a Notary Public, duly authorized in the State of Florida and  
County aforesaid, to take acknowledgments, personally appeared

**ANTONIO PORTILLA**

to me known to be the person described as the subscriber in the foregoing Articles  
of Incorporation, and he has acknowledged before me that he subscribed to and  
executed said Articles of Incorporation, this 18<sup>th</sup> day of January, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida  
**FRED J. WARD**  
Notary Commission No. 550355

My Commission Expires:



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

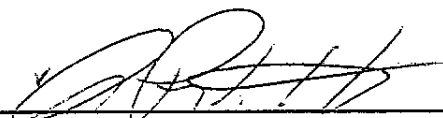
\*\*\*\*\*

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

First--That AEDA, INC., desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation at the  
City of Dania Beach, County of Broward, State of Florida, has named ANTONIO  
PORTILLA, located at c/o Dania Beach Hotel, 180 East Dania Beach Boulevard,  
Dania Beach, Florida 33004, as its agent to accept service of process within this  
state.

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 said Act relative to keeping open  
said office.

DATED this 18<sup>th</sup> day of January, 2000.

By:   
ANTONIO PORTILLA, Resident Agent  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
00 JAN 20 PM 2:30  
FILED