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To: Division of Corporations
Fax Number : (250) 922-4001

From: Account Name : GREENBERG TRAURIG (ORLANDO)
Account Number : 133731001374
Phone : (407) 418-2435
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FLORIDA PROFIT CORPORATION OR P.A.

AEL ACQUISITION SUB, INC.

Certificate of Status	0
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
AEL ACQUISITION SUB, INC.

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ARTICLE I - NAME

The name of this corporation is AEL ACQUISITION SUB, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is: 4350 West Cyprus Street, Suite 440, Tampa, Florida 33607. The initial mailing address of the corporation is: 4350 West Cyprus Street, Suite 440, Tampa, Florida 33607.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.0001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is: 1201 Hays Street, Tallahassee, Florida, 32301-2607, and the initial registered agent of the corporation at that address is: Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

E. Thom Rumberger

111 North Orange Avenue, 20th Floor
Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation this 1st day of February, 2000.

By:



E. Thom Rumberger
Incorporator

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **AEL ACQUISITION SUB, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at: 1201 Hays Street, Tallahassee, Florida, 32301-2607, has named Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: February __, 2000.

Deborah D. Skipper

Deborah Skipper, as agent of
Corporation Service Company, its
Registered Agent

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