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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 747450 5021572

AUTHORIZATION :

*Patricia Pizote*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 28 PM 1:09

ORDER DATE : June 28, 2000

ORDER TIME : 10:59 AM

000003307480--8

ORDER NO. : 747450-005

CUSTOMER NO: 5021572

CUSTOMER: Lana Bennett, Legal Asst  
The Business Law Group

Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: AE ACQUISITIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

RECEIVED  
00 JUN 28 AM 11:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*g* 6/28/00

ARTICLES OF INCORPORATION  
OF  
AE ACQUISITIONS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

**ARTICLE I**  
**Name of Corporation**

The name of the corporation is:

AE ACQUISITIONS, INC.

**ARTICLE II**  
**Commencement of Business**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**  
**Purpose**

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

**ARTICLE IV**  
**Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares of Common Stock, par value \$.001 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

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**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 6800 N. Dale Mabry, Suite 100, Tampa, Florida 33614. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Larry B. Loftis	126 E. Jefferson Street Orlando, Florida 32801

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have one (1) director initially. The name and address of the initial director is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ronald I. Riewold	6800 N. Dale Mabry Suite 100 Tampa, Florida 33614

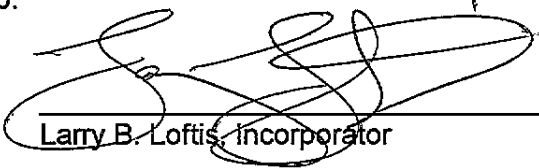
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 126 E. Jefferson Street, Orlando, Florida 32801, and the registered agent at this address is Larry B. Loftis.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 21 day of June, 2000.

  
\_\_\_\_\_  
Larry B. Loftis, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

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DIVISION OF CORPORATIONS

00 JUN 28 PM 1:09

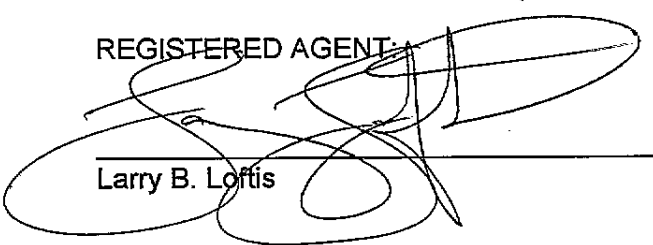
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That AE ACQUISITIONS, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, Orlando, Florida 32801, County of Orange, State of Florida, has named Larry B. Loftis, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:

  
Larry B. Loftis