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Florida Department of State

Division of Corporations
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EFFECTIVE DATE

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

A&A, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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7/5/00 3:44 PM

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

July 6, 2000

EMPIRE

SUBJECT: A&A, INC.
REF: W00000016996

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE NAME CONFLICT IS A & A CORPORATION, INC. DOC #P97000011637.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document SpecialistFAX Aud. #: H00000035374
Letter Number: 100A00037450

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ARTICLES OF INCORPORATION

OF

AE & AF, INC.

EFFECTIVE DATE

6-30-00

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is AE & AF, Inc. Its principal office and mailing address is 5151 Collins Avenue, Unit 636, Miami Beach, Florida 33140.

ARTICLE II - DURATION

The effective date of this Corporation shall be June 30, 2000, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the purchase, sale, management and development of real property, and any marketing or promotion related thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

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**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 5151 Collins Avenue, Unit 636, Miami Beach, Florida 33140, and the initial registered agent of this Corporation at such office shall be Annette M. Fernandez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Albert V. Elbaz	5151 Collins Avenue, Unit 636 Miami Beach, Florida 33140
Annette M. Fernandez	5151 Collins Avenue, Unit 636 Miami Beach, Florida 33140

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

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ARTICLE VII - INCORPORATOR

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

Name

Address

Annette M. Fernandez

5151 Collins Avenue
Unit 636
Miami Beach, Florida 33140


Annette M. Fernandez,
Incorporator

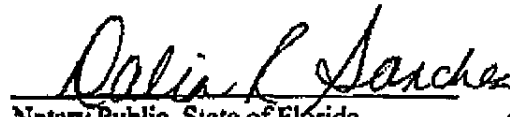
STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of AE & AF, Inc., were acknowledged before me
this 10th day of July, 2000, by Annette M. Fernandez, as Incorporator.




Notary Public, State of Florida
Dalia R. Sanchez

Name: _____

Commission Number: _____

My Commission Expires : _____

(Seal)

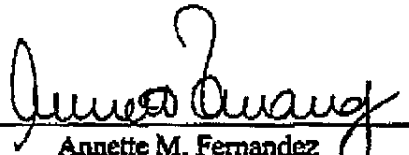
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AE & AF, Inc., at the place designated in the Articles of Incorporation, Annette M. Fernandez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: June 30, 2000.


Annette M. Fernandez

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