

TRANSMITTAL LETTER

P20000083882

Department of State
 Division of Corporations
 P. O. Box 6327
 Tallahassee, FL 32314

SUBJECT: AMERICAN ALLIANCE SERVICES, INC
 (Proposed corporate name - must include suffix)

100003356081--3
 -08/15/00--01011--014
 *****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
 Filing Fee

☒ \$78.75
 Filing Fee
 & Certificate of Status

☒ \$78.75
 Filing Fee
 & Certified Copy

☐ \$87.50
 Filing Fee,
 Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM:

Diogo M. Felix
 Name (Printed or typed)

1048 East Lakes Dr.
 Address

Deerfield Beach, FL 33064
 City, State & Zip

(954) 415-9088
 Daytime Telephone number

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

00 SEP -5 PM 2:45

FILED

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 21, 2000

DIOGO M. FELIX
1048 EAST LAKES DR
DEERFIELD BEACH, FL 33064

SUBJECT: AMERICAN ALLIANCE SERVICES, INC.
Ref. Number: W00000020501

We have received your document for AMERICAN ALLIANCE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 400A00044730

**ARTICLES OF INCORPORATION
OF
AMERICAN ALLIANCE SERVICES, INC.**

FILED
00 SEP -5 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under CHAPTER 607 of the laws of State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be **AMERICAN ALLIANCE SERVICES, INC.**, and the principal office of this corporation shall be at **1048 East Lakes Drive, in the city of Deerfield Beach, Broward County, State of Florida, with the postal zip code of 33064**, and the mailing address shall be the same.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other State, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having one (\$ 1.00) dollar par value per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered officer of this corporation shall be **1048 East Lakes Drive, in the city of Deerfield Beach, Broward County, in the State of Florida, with the postal zip code of 33064**, and the name of the registered agent of this corporation at that address is **DIOGO M. FELIX**.

ARTICLE V
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

All corporate power shall be exercised by or under the authority of **AMERICAN ALLIANCE SERVICES, INC.**, and the business and affairs of the corporation managed under the direction of its Board of Directors, subjected to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of directors may be either increased or decreased in the manner provided by law, but shall never be less than one (1). The names (s) and street address (es) of the initial member (s) of the Board of Director (s) is (are):

DIOGO M. FELIX
1048 East Lakes Drive
Deerfield Beach, FL 33064

ARTICLE VII
OFFICERS

The name (s) and address (es) of the initial officer (s) of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed are:

DIOGO M. FELIX (President)
1048 East Lakes Drive
Deerfield Beach, FL 33064

ZULMIRA M. FELIX (Vice President)
1048 East Lakes Drive
Deerfield Beach, FL 33064

ARTICLE VIII
INCORPORATOR

The name and the street address of the incorporator to these Articles of Incorporation is:

DIOGO M. FELIX
1048 East Lakes Drive
Deerfield Beach, FL 33064

ARTICLE IX
BY LAWS AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or directors, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary or the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided be the Florida Statutes.

ARTICLE XIII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right o purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of share he holds at the time of issue bears to the total number of shares outstanding

exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its Director, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are director or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

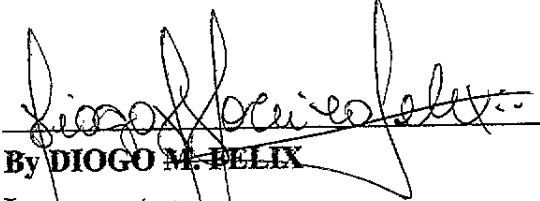
ARTICLE XV

INFORMAL ACTION OF SHAREHOLDERS

Any action of shareholders may be taken without a meeting of consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize

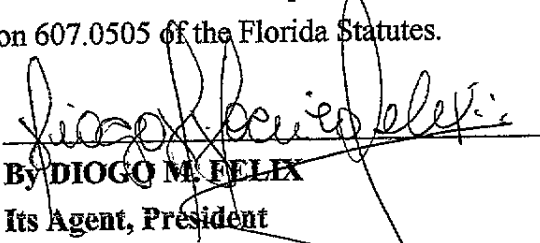
or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

In witness whereof, the undersigned agent of **AMERICAN ALLIANCE SERVICES, INC.**, has hereunto set his hand and seal this 23rd day of August of the year 2000.


By **DIOGO M. FELIX**
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

DIOGO M. FELIX, an individual, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.


By **DIOGO M. FELIX**
Its Agent, President