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FLORIDA PROFTT CORPORATION OR P.A.

AAA ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2001

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ARTICLES OF INCORPORATION
OF

AAA ENTERPRISES, INC.

WE, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: AAA ENTERPRISES, INC., 1820 East Hallandale Beach Boulevard, Hallandale Beach, Florida 33009.

ARTICLE II

The corporation is organized for the following purposes:

(a) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever; to enter into contracts and arrangements of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried on in connection with the above-described businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights; to own, hold, buy, control, work, develop, sell, convey, lease, pledge, maintain, mortgage, exchange, cultivate, subdivide, improve and otherwise deal in and dispose of real estate, goods, wares, merchandise and property of any and every class and description; to borrow and lend money, to own stock in any other corporation; to evidence and secure its indebtedness and to do and perform any and all other acts which may be desirable for carrying out the interests, intents and purposes of this company.

(b) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, products and commodities of every sort, kind or description; to open stores, offices or agencies throughout the United States or elsewhere; to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any persons or companies; to enter into a partnership or into any arrangements for sharing profits, union interests, reciprocal concessions or cooperate with any persons or companies; to transact any and all business lawful under the laws of the State of Florida or of the United States of America.

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MARK PERLMAN, P.A.

1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE BEACH, FL 33009
TEL. (954) 456-1333 • MIAMI (305) 844-6282 • FAX (954) 454-5081

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares at One and 00/100 (\$1.00) Dollar par value each, no pre-emptive rights, non-assessable. Such shares are to consist of one class only.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The street address of the principal office of this corporation is c/o MARK PERLMAN, P.A., 1820 East Hallandale Beach Boulevard, Hallandale Beach, Florida 33009, and the name of the initial registered agent of this corporation at that address is MARK PERLMAN. The corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VI

The Board of Directors of this corporation shall consist of not less than one (1) member, initially. The number may be increased or diminished from time to time, but shall never be less than one (1) member.

ARTICLE VII

The names and addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

| <u>NAME OF OFFICER</u> | <u>TITLE OF OFFICER</u> | <u>ADDRESS</u> |
|-------------------------------|--------------------------------|---|
| Steven Rafailovitch | President | 7040 West Palmetto Park Rd. Unit #396 Boca Raton, Florida 33433 |

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|---------------------|---|---------------|
| Steven Rafailovitch | 7040 West Palmetto Park Rd. Unit #396 Boca Raton, Florida 33433 | 100% |

ARTICLE IX

The management and control of the business of the corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to wit: a President, one or more Vice Presidents, a Treasurer and a Secretary, and one or more Assistant Secretaries, provided that any one or more of said officers may be held by the Secretary or Assistant Secretary of the corporation. The Secretary or Assistant Secretary may not also be the President.

ARTICLE X

In compliance with Section 48.091, Florida Statutes, the following is submitted: First, that AAA Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with principal place of business in the City of West Palm Beach, State of Florida has named MARK PERLMAN, located at 1820 E. Hallandale Beach Blvd., City of Hallandale, State of Florida, as its agent to accept service of process within Florida.

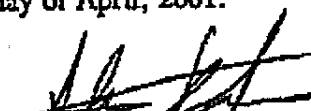
Having been named to accept service of process for the above stated corporation, at the place designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MARK PERLMAN

DATE: April 18, 2001.

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IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 18th day of April, 2001.


Steven Rafailovitch

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STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

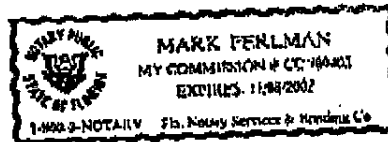
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Steven Rafailovitch to me personally known or who has produced identification and is the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 18th day of April, 2001.



NOTARY PUBLIC

My Commission Expires:

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