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John P. Seiler, Esquire,
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additional office,
Tampa, FL

August 10, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/15/01--01084--005
*****78.75 *****78.75

Re: AES Insurance Corp.


Dear Sir/Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Also please find enclosed a check in the amount of \$78.75 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	\$ 8.75
TOTAL	\$ 78.75

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me as soon as possible. Thank you for your assistance in this matter.

Sincerely,


Richard J. Zaden

RJZ:mm
Enclosures

Z&WAES Insurance, Corp.\art-inc.doc

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01 AUG 15 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5 Saw
8/20/01

**ARTICLES OF INCORPORATION OF
AES INSURANCE CORP.,
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is AES Insurance Corp.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 3625 NW 82nd Avenue, Suite 100, Miami, Florida 33166 and the mailing address of the Corporation is the same.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 200 shares of common stock, 1.00 Dollar (\$1.00) par value per share.

ARTICLE V- INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Richard J. Zaden, Esquire

1749 NE 26th Street, Suite F
Fort Lauderdale, Florida 33305

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until successor(s) shall have been elected and qualified, or until the directors' earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

Reuben Mario La Brado

3625 NW 82nd Avenue, Suite 100
Miami, Florida 33166

ARTICLE VII - INCORPORATOR(S)

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

Name

Address

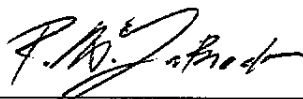
Reuben Mario La Brado

3625 NW 82nd Avenue, Suite 100
Miami, Florida 33166

ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8 day of August, 2001.



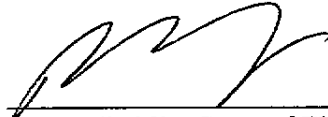
Reuben Mario La Brado

INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Reuben Mario La Brado, who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 8 day of August, 2001.



Notary Public, State of Florida



Richard J. Zaden
My Commission Expires:
My Commission CC948618
Expires June 25, 2004

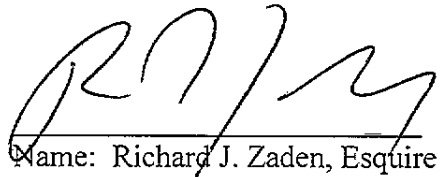
Z&WAES Insurance, Inc.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Richard J. Zaden, Esquire, as made in the foregoing Articles of Incorporation.

Date: _____

8/8/01


Name: Richard J. Zaden, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA