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October 3, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: All America Concepts and Design, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Incorporation for All America Concepts and Design, Inc., together with our firm's check in the amount of \$78.75 representing the filing fee for said articles. Please return a filed copy to the undersigned at your earliest convenience.

Sincerely,

Helen B. Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

900004624709--5

-10/11/01--01005--007

*****43.75 *****43.75

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-10/05/01--01034--012

*****35.00 *****35.00

FILED
01 OCT 11 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOCA RATON • FT. LAUDERDALE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

C. BLALOCK OCT 11 2001

W0123389

ARTICLES OF INCORPORATION
OF
ALL AMERICA CONCEPTS AND DESIGN, INC.

FILED
01 OCT 11 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ALL AMERICA CONCEPTS AND DESIGN, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and the mailing address of the corporation is 522 Hunt Club Boulevard, Number 133, Apopka, Florida 32703.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Nicholas J. Muscato	360 Forest Park Circle Longwood, Florida 32779
Louis Steinmetz	1915 Lost Spring Court Longwood, Florida 32779

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of this corporation's initial Board of Directors are as follows:

Nicholas J. Muscato

360 Forest Park Circle
Longwood, Florida 32779

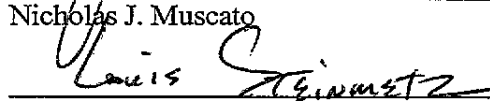
Louis Steinmetz

1915 Lost Spring Court
Longwood, Florida 32779

IN WITNESS WHEREOF, the undersigned do hereby execute this instrument this 3rd day of October, 2001.



Nicholas J. Muscato



Louis Steinmetz

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

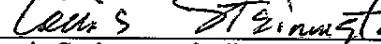
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is ALL AMERICA CONCEPTS AND DESIGN, INC.
2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

**ALL AMERICA CONCEPTS AND DESIGN,
INC.**

By: 
Nicholas J. Muscato, its Incorporator

By: 
Louis Steinmetz, its Incorporator

Dated this 3rd day of October, 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By: 
Anthony W. Palma, President

Dated this 3rd day of October, 2001.

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TALLAHASSEE, FLORIDA