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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

all american acquisition associates, inc.

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ARTICLES OF INCORPORATION
OF
ALL AMERICAN ACQUISITION ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 12 PM 2:58

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is ALL AMERICAN ACQUISITION ASSOCIATES, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One hundred million (100,000,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

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Prepared by:
Mark J. Bryn, Esquire
F.L. Bar # 321842
2 S. Biscayne Blvd.
Suite 2600
Miami, FL 33131
(305) 374-0501

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be two (2). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Lawrence Moskowitz
12000 North Bayshore Drive
Suite 210
North Miami, Florida 33181

Warren Gilbert
12000 North Bayshore Drive
Suite 210
North Miami, Florida 33181

ARTICLE VII

The name and address of the incorporator signing these Articles are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 2680
Miami, Florida 33131

ARTICLE VIII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite # 2680
Miami, Florida 33131

Prepared by:
Mark J. Bryn, Esquire
FL Bar # 321842
2 S. Biscayne Blvd.
Suite 2680
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ARTICLE IX

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE X

The principal place of business and mailing address of this corporation is:

12000 North Bayshore Drive
Suite 210
North Miami, FL 33181

EXECUTED at Miami-Dade, Florida, this 7th day of February, 2002.

Mark J. Bryn
Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

ALL AMERICAN ACQUISITION ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #2680, Miami, Florida 33131, as its registered office.

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ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Mark J. Bryn

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