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FLORIDA PROFIT CORPORATION OR P.A.

a & a-r enterprises, inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2002

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FAX Aud. #: H02000060514
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ARTICLES OF INCORPORATION

OF

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(5)

A & A-R Worldwide Enterprises, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation ("Corporation") shall be:

A & A-R Worldwide Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

8240 SW 2 Street, Miami, FL 33144

ARTICLE III COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 7,500 shares of Common Stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, and may be paid

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in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 7270 NW 12 Street, Suite 410, Miami, FL 33126, and the name of the Corporation's initial registered agent at that address is Keyla Alba-Reilly.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the by-laws, but shall never be less than one. The names and street address of the initial directors are:

Samuel Alba, Jr.
8240 SW 2 Street
Miami, FL 33144

Keyla Alba-Reilly
7270 NW 12 Street
Suite 410
Miami, FL 33126

ARTICLE VII INCORPORATOR

The names and street addresses of the incorporator is:

Keyla Alba, Esq.
7270 NW 12 Street,
Suite 410
Miami, FL 33126

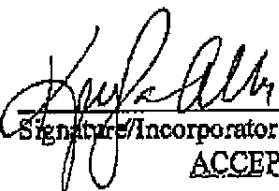
ARTICLE VIII BYLAWS

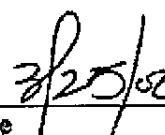
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Directors.

ARTICLE IX AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of the majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this _____ day of _____, 20__.


Signature/Incorporator


Date

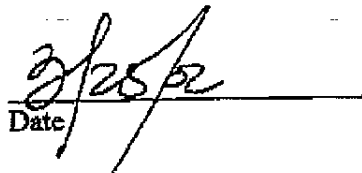
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

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Signature/Registered Agent


Date

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