

P02000069252

BUSINESS SERVICES
ACCOUNTING & TAX SERVICES
P. O. BOX 164154
MIAMI, FLORIDA 33116
PHONE: 305/752-9529 FAX 305/752-9581

FILED
02 JUN 24 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JANUARY 28TH, 2002

FLORIDA DEPARTMENT OF STATE
"DIVISION OF CORPORATIONS"
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

EFFECTIVE DATE
07-01-02

100004864561--7
-02/04/02--01075--024
***125.00 ***125.00

ENCLOSED, PLEASE FIND THE ARTICLES OF INCORPORATION OF
A & E INC. AS WELL AS CASHIER CHECK # 270812202 IN THE
AMOUNT OF \$ 125.00 TO COVER COSTS OF REGISTRATION.

YOURS TRULY,


ESTEBAN R. TEJEDA

w02-16717

g2/11



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 10, 2002

ESTEBAN R. TEJEDA
BUSINESS SERVICES ACCOUNTING & TAX SVCS.
P.O. BOX 164154
MIAMI, FL 33116

SUBJECT: ATTITUDE & EXCELLENCE ENTERPRISES, INC.
Ref. Number: W02000016717

We have received your document for ATTITUDE & EXCELLENCE ENTERPRISES, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 102A00037937

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

ATTITUDE & EXCELLENCE ENTERPRISES, INC.

ARTICLE TWO

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence , unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: **July 1st, 2002**

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00) ,or such greater amount as may be required by law.

ARTICLE FIVE

This Corporation shall at all times have at least one Director who is a legal resident or citizen of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-laws of this Corporation may provide that the Directors be divided into two or more classes whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three(3)years, and provided further that at least one-fourth(1/4) in number of the Directors shall be elected annually.

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TALLAHASSEE, FLORIDA

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ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issued, one class of share stock as follows:

- A. Designation: One class of stock of this Corporation shall be known as Common Stock
- B. Authorized: The maximum number of shares of Common stock that this Corporation may issue is: 500 shares
- C. Par Value: Each share of Common Stock shall have the par value of: \$ 100.00 per share
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or service rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par valued thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Record Holders Of Common Stock are entitled the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
- G. Dividends: Record holders of Common Stock are entitled to received their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled, in the event, of the liquidation or dissolution of this Corporation, to received their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

PRE EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or securities convertible into, or carrying the right to purchase stock or of securities convertible into, or carrying the right to purchase stock may issued and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same term or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgements, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made party or may be threatened to be made party, by reason of his alleged acts or omission while being or having been such Director, Officer, employees or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent was in any substantial way derelict in the performance of his duties: or provided, that such action suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way derelict in the performance of his duties as charred therein, such determination to be made by a majority of the members of the Board of Directors of this corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE ELEVEN

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders. The required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows :

1. Amendment of this Certificate of Incorporation:
Required percentage 51%

2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.
Required percentage: 51%

3. Merger or consolidation of this Corporation into or with any other corporation:
Required percentage: 51%

Voluntary dissolution of this Corporation :

Required percentage: 51%

ARTICLE TWELVE

The name(s) and address(s) of the officer(s) of the Corporation are as follows:

President & Executive Director

**ALAN MONTANDON
2539 Old Okeechobee Road
Ste # 01
West Palm Beach, Florida 33409**

Secretary & Treasurer

**EVELYN B. FERNANDEZ
1607 Quail Drive # C 106
West Palm Beach, Florida 33409**

SUBSCRIBER INITIAL DIRECTOR

INITIAL PRINCIPAL OFFICE

The Undersigned individual, a citizen of legal age competent to contract, Executes this Certificate of The Incorporation as subscriber and director. The Undersigned individual shall hold office as a director until his successors have qualified, following their election appointment. The street address of such individual shall be the Initial street address in Florida of the Principal Office of this Corporation. The Corporation May change its principal office at any time.

SUBSCRIBER/DIRECTORS: Alan Montandon

Street Address/Principal Office: 2539 Old Okeechobee Road
Ste # 01
West Palm Beach, Florida 33409

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

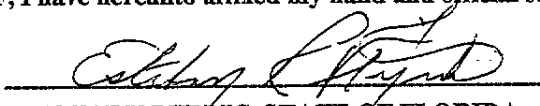
Date :

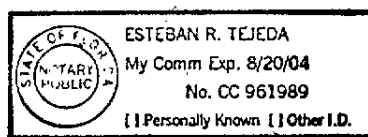
6/26/02

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me a NOTARY PUBLIC , duly AUTHORIZED IN THE STATE OF FLORIDA and County named above, to take Acknowledgement personally appeared to me well known and known to me to be the Individual described in, and who executed the foregoing Certificate of Incorporation And who acknowledge before me that the same was executed for the purposed therein Expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami – Dade County, Florida.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 08/20/04



**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE, NAMING AGENT UPON ITS PROCESS
MAY BE SERVED.**

FILED
JUN 24 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

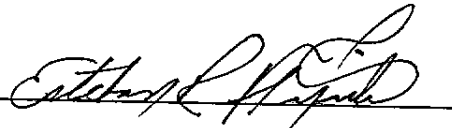
In pursuance of Chapter 48.091 Florida statutes, the following is submitted, in Compliance with said Act:

First – ATTITUDE & EXCELLENCE ENTERPRISES, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of the incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named: Esteban R. Tejada, at 14321 SW 88TH Street, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By



Resident Agent

Esteban R. Tejada
14321 SW 88th Street
Unit 209 F
Miami, Florida 33186