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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : AYAN ENTERPRISES, INC. DBA THE INNER CIRCLE  
Account Number : I20010000223  
Phone : (305)262-1128  
Fax Number : (305)262-6935

**FLORIDA PROFIT CORPORATION OR P.A.**

**ALL AMERICAN FACTORING CORP.**

Certificate of Status	0
Certified Copy	1
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P. 2  
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), natural person(s) competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation with all rights, duties and obligations of the undersigned incorporator(s), and those of the Corporation, to be determined in accordance with the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be:  
ALL AMERICAN FACTORING, CORP.

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
10400 GRIFFIN RD. SUITE 303D. COOPER CITY, FL 33328

ARTICLE 3. CAPITAL STOCK

- 3.1 The original number of shares of stock the Corporation is authorized to issue is 100 shares of common stock with a par value of \$1.00.
- 3.2 All holders of shares of common stock shall be identical to each other, shall have the same rights and duties and shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- 3.3 All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the assets of the corporation according to the ratio of the holder's shares to the corporation's total outstanding shares.
- 3.4 Holders of shares of any class of stock shall not have any preemptive right to subscribe to or purchase any additional shares, of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stocks of any class, confer any preemptive rights that the Board of Directors may deem advisable in connection with such issuance.
- 3.5 The Board of Directors of the Corporation may authorize, from time to time, the issuance of additional shares of stock of any class or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, by the laws of the State of Florida or the laws of the United States of America.
- 3.6 The Board of Directors may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting power, restrictions, limitations as to dividends, qualifications or terms and conditions of redemption of the stock.

((H02000230602 3)))

**ARTICLE 4. SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of the Corporation may be subject to a shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, shall be on file at the principal office of the Corporation.

**ARTICLE 5. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

JUAN F. RAMIREZ  
5745-A ARTHUR STREET, HOLLYWOOD, FL 33021-5134

**ARTICLE 6. INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JUAN F. RAMIREZ  
5745-A ARTHUR STREET, HOLLYWOOD, FL 33021-5134

**ARTICLE 7. OFFICERS AND DIRECTORS**

7.1 The original Board of Directors shall be composed of 2 director(s), to wit:

JUAN F. RAMIREZ  
5745-A ARTHUR STREET, HOLLYWOOD, FL 33021-5134

LIGIA ZULUAGA  
579 SW 169<sup>th</sup> WAY, WESTON, FL 33326

7.2 The position of each initial director shall be determined at the first meeting of the Board of Directors. All officers of the Corporation shall be appointed by the Board on the initial meeting.

7.3 The Board of Directors shall have the authority to dismiss or substitute any of its directors members or any officer by a majority vote of all its members, at any time, without requiring a shareholders' meeting, and without the assent or vote of the shareholders.

7.4 Each director and officer shall have a definite term of office determined by the adopted Bylaws of the Corporation but never less than one year or more than seven.

7.5 All directors and officers shall be elected by a majority vote of all the shareholders, in person or by proxies, in a shareholders (election) meeting held no later than thirty days prior to the expiration of the officers/directors' term at a place to be determined by the Board of Directors. All shareholders shall be notified of the time and place of the election meeting, in writing or in person, no later than sixty (60) days prior to the date of the election meeting of shareholders. Said notification shall include any and all matters to be attended to in the said election meeting.

7.6 Matters different to the election of the officers and directors which need the participation of all, or a portion of, the shareholders could be addressed, discussed and decided upon by the shareholders in any election meeting.

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**ARTICLE 8. BYLAWS.**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws the Corporation, but an affirmative vote of a majority of ALL the directors of what constitute a full Board of Directors, at the time of such action, shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws of the Corporation.

**ARTICLE 9. EFFECTIVE DATE AND TERM OF EXISTENCE**

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, of the State of Florida, and the Corporation shall exist perpetually or until such time the Corporation is voluntarily dissolved by a majority vote, in person or by proxies, of All the shareholders, or involuntarily dissolved or terminated by law.

**ARTICLE 10. PURPOSES OF THE CORPORATION**

To engage in any lawful activity or business for which a corporation may be organized under the laws of the State of Florida, and of the United States of America, and all contracting work incidental to, or connected with, such business or activity without limitations. In furtherance of its corporate purposes, this corporation shall have all the general and specifics powers and rights granted to and conferred on a corporation by the laws of the State of Florida, and of the United States of America.

**ARTICLE 11. FISCAL YEAR**

The Board of Directors shall elect a legal Fiscal Year which could be any Fiscal Year, including a Calendar Year (January 01 to December 31), as defined by the Internal Revenue Code, as amended from time to time, and shall have the authority to change such Fiscal Year as the Board deems advisable according to then applicable law.

**ARTICLE 12. POWERS OF THE CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by current and applicable law, the Bylaws of the Corporation or these Articles of Incorporation.

**ARTICLE 13. AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of any applicable statute of the State of Florida, or of the United States of America; and all rights conferred upon the shareholders in these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

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ARTICLE 14. SUB-CHAPTER S CORPORATION.

- 14.1 The Shareholders of the Corporation may elect, and if elected continue such election, to become an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code, as amended from time to time, by a majority vote of all shareholders of the Corporation at the time of the election.
- 14.2 After the shareholders has elected to make the Corporation an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code.
- 14.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by the Corporation shall contain the following legend:
- “The shares of stock represented by this Certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code, as amended from time to time.”
- 14.4 The election to be taxed as an S Corporation can be revoked by a majority vote, in person or by proxies, of all the shareholders of the Corporation at the time of the election to revoke

ARTICLE 15. INDEMNIFICATION.

The Corporation shall indemnify any officer, director, employee, agent, former officer, former director, former employee or former agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer, director, employee, agent, former officer, former director, former employee or former agent was a party because the person is, or was, an officer, director, employee, or agent of the Corporation against reasonable attorney's fees and expenses incurred by the officer, director, employee, agent, former officer, former director, former employee or former agent in connection with the proceeding.

The Corporation may indemnify any individual made a party to a proceeding; because said individual is, or was, an officer, director, employee or agent of the Corporation; against liability if authorized, in the specific case after determination in the manner required by the Board of Directors, that the indemnification of the officer, director, employee, agent, former officer, former director, former employee or former agent is permissible in the circumstances because the officer, director, employee, agent, former officer, former director, former employee or former agent met the standard of conduct set forth by the Board of Directors.

The indemnification and advances of attorney's fees and expenses for an officer, director, employee, agent, former officer, former director, former employee or former agent shall apply when such persons are, or were, serving at the Corporation's request as an officer, director, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise, whether for profit or not, as well as in their official capacity with the corporation. The Corporation may also pay or reimburse the reasonable attorney's fees and expenses incurred by an officer, director, employee, agent, former officer, former director, former employee or former agent who is a party to a proceeding in advance of final disposition of the proceeding

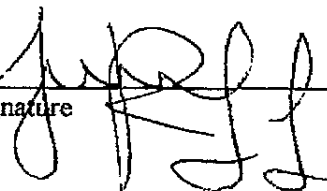
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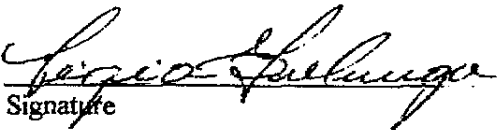
The Corporation may also purchase and maintain insurance on behalf of any individual arising from the individual's status as an officer, director, employee, agent, former officer, former director, former employee or former agent of the Corporation whether or not the Corporation would have the power to indemnify said individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was an officer, director, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the remaining provisions shall not be otherwise affected. All references in these Articles of Incorporation to "officer", "director", "employee", "agent", "former officer", "former director", "former employee" or "former agent" shall include the heirs, estates, executors, administrators, descendants and personal representatives of any such persons.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25th Day of NOVEMBER, 2002.

Signature 

Signature 

Signature \_\_\_\_\_

Prepared by:

*The Inner Circle*  
1705 SW 83<sup>rd</sup> Court.  
Miami, FL 33155-1156  
Telephone: 305 262 1128  
Facsimile: 305 262 6935

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: ALL AMERICAN FACTORING CORP.
2. The name and address of the registered agent and office is:

JUAN F. RAMIREZ (Name)

5745-A ARTHUR STREET (P.O. Box or Mail Drop Box NOT acceptable)

HOLLYWOOD, FL 33021-5134 (City/State/Zip)

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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 the 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.

(Signature) [Handwritten Signature]

11/25/2002 (Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314