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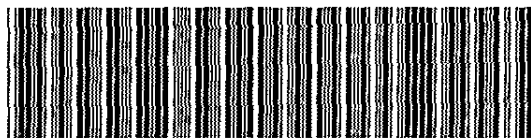
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03/16/04--01064--002 **78.75

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04 MAR 29 PM 4:27
TALLAHASSEE, FLORIDA

✓
3/30/04

HARRY J. ROSS
ADMITTED IN
FLORIDA & D.C.

LAW OFFICES OF
HARRY J. ROSS
6100 GLADES ROAD
SUITE 211
BOCA RATON, FL 33434

(561) 482-2400
FAX: (561) 482-2602
HJROSSLAWOFFICE@aol.com

March 11, 2004

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of
A&A Auto Consultants, Inc.

Dear Sir/Madam:

Enclosed is the original and a copy of the Articles of Incorporation of A&A Auto Consultants, Inc. along with a check in the amount of \$78.75. Please file the original and return a date-stamped copy to me in the enclosed stamped-addressed envelope provided for convenience.

Thank you for your attention to the above.

Yours truly,



HARRY J. ROSS

HJR:jt

Enclosures

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 20, 2004

HARRY J. ROSS, ESQ.
6100 GLADES ROAD, SUITE 211
BOCA RATON, FL 33434

SUBJECT: A & A AUTO CONSULTANTS, INC.
Ref. Number: W04000011192

We have received your document for A & A AUTO CONSULTANTS, INC. and your check(s) totaling \$78.75. 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.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 304A00018509

**ARTICLES OF INCORPORATION
OF
A & A AUTO CONSULTANTS, INC.**

FILED
04 MAR 29 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under Chapter 621 of the Laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of the corporation shall be: **A & A Auto Consultants, Inc.**

The address of the principal office of this corporation shall be 4994 North Citation Drive, Unit 105, Delray Beach, FL 33445 and the mailing address of the corporation shall be the same.

ARTICLE II. EFFECTIVE DATE

The effective date of the corporation is the date of receipt.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE IV. PURPOSE AND POWERS OF THE CORPORATION

The general purpose or purposes for which the corporation is being formed shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, having a par value of One and No/100 (\$1.00) per share.

ARTICLE VI. OFFICERS AND DIRECTORS

The corporation shall have one (1) officer(s) and one (1) director(s) initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders, but the number of directors shall never be less than one (1). The name and street address of the initial officer and director are:

President	Michael Sherman
Secretary	Michael Sherman
Treasurer	Michael Sherman

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The initial business address of the registered office of the corporation and the name of the initial registered agent is Harry J. Ross, Esquire 61000 Glades Road, Suite 211, Boca Raton, Florida 33434.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE IX. INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

Michael Sherman 3300 N.E. 192nd Street, Suite 1712, Aventura, Florida 33180

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

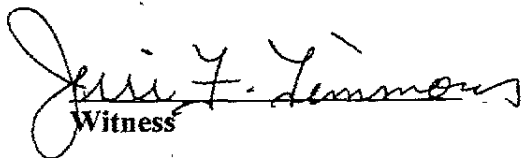
ARTICLE X. PREEMPTIVE RIGHTS

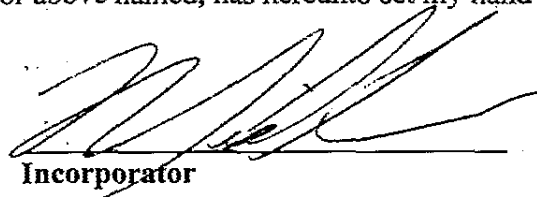
The corporation elects to have preemptive rights.

ARTICLE XI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set my hand and seal this 3rd day of March 2004.


Witness


Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept services 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.


Harry J. Ross, Esquire
REGISTERED AGENT

3/11/04
DATE