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(Requestor's Name)

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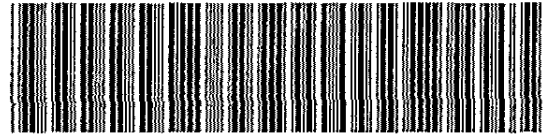
(Business Entity Name)

(Document Number)

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DOUGLAS J. BURNS, P.A.

Attorney at Law
Certified Public Accountant

Water's Edge Office Center
2963 Gulf-to-Bay Blvd. - Suite #120
Clearwater, FL 34619
Ph. (727) 725-2553
Fax (727) 725-9584



December 30, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: AIP HOLDINGS, INC.

Dear Sir or Madam;

Enclosed please find the original and one copy of the Articles of Incorporation for AIP HOLDINGS, INC., along with a check in the amount of \$78.75 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Douglas J. Burns", written over a horizontal line.

Douglas J. Burns, Esquire

DJB:db

enclosures

ARTICLES OF INCORPORATION
OF
AIP HOLDINGS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be
AIP HOLDINGS, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial and mailing address of the principal office of the proposed corporation in the State of Florida shall

be: 2963 Gulf to Bay Blvd. #120A
Clearwater, FL 33759

ARTICLE VII

The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

JED BANDES
2963 Gulf to Bay Blvd. #120A
Clearwater, FL 33759

ARTICLE VIII

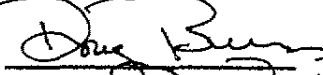
SUBSCRIBERS: The name and address of the Subscriber of this Corporation is: JED BANDES
2963 Gulf to Bay Blvd. #120A
Clearwater, FL 33759


ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: **AIP HOLDINGS, INC.** names and designates **JED BANDES**, the Registered Agent and also establishes 2963 Gulf to Bay Blvd. #120A, Clearwater, FL 33759 as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of **AIP HOLDINGS, INC.**, does place his hand and seal this 30 day of December, 2004, at Clearwater, Florida.

In the presence of:


WITNESS Doug Burns


WITNESS BARBARA J. KLINE


JED BANDES

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared **JED BANDES**, personally
known to me or has produced _____ as identification and who
[did] [did not] take an oath, and known to be the person described in and who
executed the foregoing instrument as Subscriber to the foregoing Articles of
Incorporation who, after being first duly sworn, acknowledges that he executed
same for the purposes set forth and that all information is true
and correct to his best knowledge and belief.

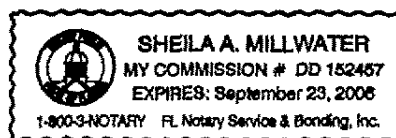
WITNESS my hand and seal on this 30 day of December 2004, at Clearwater,
Florida.

Sheila A. Millwater

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: _____

My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

I, JED BANDES, 2963 Gulf to Bay Blvd. #120A, Clearwater, FL 33759,
do hereby accept appointment as Registered Agent of AIP HOLDINGS, INC.,
together with the duties and responsibilities attaching to such appointment

STATE OF FLORIDA
COUNTY OF PINELLAS


JED BANDES

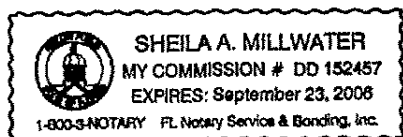
Before me personally appeared JED BANDES, to me well known or has
produced _____ as identification and who ~~[did]~~ [did not]
take an oath, and known to be the person described in and who executed the
foregoing instrument and acknowledged to and before me that he executed the said
instrument for the purposes therein expressed.

WITNESS my hand and seal this 30 day of December 2004.


NOTARY PUBLIC - STATE OF FLORIDA

Printed Name:

My Commission expires:



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STATE OF FLORIDA