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DEPARTMENT OF STATE 1492 W FLAGLER ST
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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAN ENTREPRENEUR & ASSOCIATES CORPORATION
FAX AUDIT NUMBER: H95000000160 CURRENT STATUS: REQUESTED
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CORPORATION

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ARTICLES OF INCORPORATION
OF
AMERICAN ENTREPRENEUR & ASSOCIATES CORPORATION

ARTICLE I

NAME

The name of the Corporation is AMERICAN ENTREPRENEUR
ASSOCIATES CORPORATION.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved
according to law and such existence shall commence at the time of
the filing of these Articles of Incorporation by the Department of
State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall
have authority to issue shall be Five Thousand (5,000) shares of
voting common stock with \$1.00 par value share.

PREPARED BY:

Nicholas Stanham, Esquire
Freeman, Newman & Sutterman
520 Brickell Key Drive, Suite 0-305
Miami, FL 33131
FLORIDA BAR NO. 38822
(305) 374.3800

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ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Nelson Slosbergas at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

LUIS C. SILVA

ADDRESSES1414 Brickell Avenue
Miami, Florida 33131

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CLAUDIO RAMOS

1414 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Nelson
Slosbergas, 520 Brickell Key Drive, Suite 0-305, Miami, Florida
33131.

ARTICLE IX

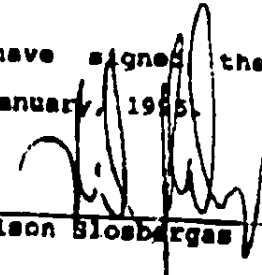
INDEMNIFICATION

Every person now or hereafter serving as director, officer or
employee of the Corporation shall be indemnified and held harmless
by the Corporation from and against any and all loss, cost,
liability and expense that may be imposed upon or incurred by him
in connection with or resulting from any claim, action, suit or
proceeding, in which he may become involved, as a party or
otherwise, by reason of his being or having been a director,
officer or employee of the Corporation, whether or not he continues
to be such at the time such loss, cost, liability or expense shall
have been imposed or incurred, except with regard to matters as to
which any such director, officer or employee shall be adjudged in
any claim, action, suit or proceeding to be liable for his own
gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any
claim action, suit or proceeding may be paid by the Corporation in
advance of the final disposition of such a proceeding.

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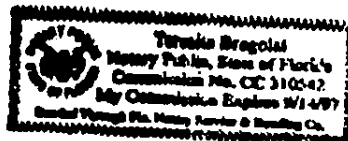
IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 4 day of January, 1995.


Nelson Slosbergas

STATE OF FLORIDA)
COUNTY OF DADE) SS.

The foregoing Articles of Incorporation was acknowledged
before me this 4 day of January, 1995, by Nelson Slosbergas who
is personally known to me and who did not take an oath. He
acknowledged before me according to law, that he made and
subscribed the same for the purpose therein mentioned and set forth
therein.


NOTARY PUBLIC, State of Florida at Large
NOTARY: TERESITA BREGOLAT
My Commission Expires:



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