

P95000030477

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: A. A. I. S. Incorporated  
(Proposed corporate name - must include suffix)

400001456994  
-04/14/95--01075--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

Allen Albert  
Name (printed or typed)

7040 W. PALMETTO PARK RD.  
Address # 2411

BOCA RATON, FL. 33433  
City, State & Zip

305-753-8080  
Daytime Telephone number

FILED  
95 APR 14 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

*The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

A. A. I. S. Incorporated

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7040 W. PALMETTO PARK Road #2-477  
BOCA RATON, Florida 33433

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Allen Albert  
7040 W. PALMETTO PARK Road #2-477  
BOCA RATON, Florida 33433

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**ARTICLE V INCORPORATOR(S)**

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

Allen Albert  
7040 W. PALMETTO PARK ROAD  
#2477  
BOCA RATON, FL. 33433

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation this

11 day of April, 19 95.

Allen Albert  
Signature

Signature

Signature

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
Filing Fee - \$35

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: A. A. I S. INCORPORATED

2. The name and address of the registered agent and office is:

Allen Albert  
(Name)

7040 W. PALMETTO PARK ROAD #2-477  
(P.O. Box or Mail Drop Box **NOT** acceptable)

Boca Raton, FL. 33433  
(City/State/Zip)

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.

Allen Albert  
(Signature)

4-11-95  
(Date)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

A.A.I.S. INCORPORATED

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, wishes to form a corporation under the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation is A.A.I.S. INCORPORATED.

ARTICLE II

GENERAL NATURE OF THIS BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid with capital stock at a just valuation to be fixed by the Board of Directors.

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ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Hundred (\$100.00) dollars.

ARTICLE V  
TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VI  
ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 7040 W. Palmetto Park Road #2-477 Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have not less than one (1) director, however the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII  
INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors are:

Office	Name	Address
President	Allen Albert	7040 W. Palmetto Park Road #2-477 Boca Raton, Fl. 33433

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Secretary & Treasurer Allen Albert

Same as above

#### ARTICLE IX SUBSCRIBERS

The name and the post office address of each subscriber of these articles of incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are:

Office	Name	Shares	Consideration
President	Allen Albert	50	\$50.00
Secretary & Treasurer	Allen Albert	50	\$50.00

#### ARTICLE X AMENDMENT

These articles of incorporation may be amended in the manner provided by by-law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by two thirds 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 be made.

#### ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

That A.A.I.S. Incorporated desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, hereby designate the principal place of business herein set out as its Registered office, and Allen Albert, a resident of this state, whose business office is identical with such registered office as its Registered Agent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESS the hands and seals of the incorporators in Broward  
County, State of Florida, this 11 day of APRIL, 1995

Allen Albert  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

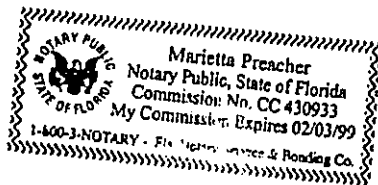
STATE OF FLORIDA)

COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority  
Allen Albert  
to me well known to be the subscribers to the foregoing Articles  
of Incorporation of A. A. T. S. Incorporated  
who being by me first, duly sworn, acknowledged that they signed  
the same for the purposes therein expressed.

WITNESS my hand and seal at CORAL SPRINGS Broward  
County, Florida, this 11 day of APRIL 1995.  
Marietta Preacher  
Notary Public, State of Florida

My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First: That A.A.I.S. Incorporated desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at the City of Boca Raton, State of  
Florida, has named Allen Albert located at 7040 W. Palmetto Park Road #2-477 Boca  
Raton, 33433, as its agent to accept service of process within Florida.

Having been named to accept service of proxy for the above stated corporation at  
the place designated in this certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Allen Albert

(Registered Agent)

date April 11, 1995

BYLAWS  
OF  
A.A.I.S INCORPORATED

ARTICLE I MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting. The annual shareholder meeting of this corporation will be held on the first Tuesday of May of each year or at such other time and place designated by the Board of Directors of the corporation provided that if said day falls on a legal holiday, then the meeting will be held on the first business day thereafter. Business transacted at said meeting will include the election of directors of the corporation.

Section 2. Special meetings. Special meetings of the shareholders will be held when directed by the President, Board of Directors, or the holders of not less than 10 percent of all the shares entitled to vote at a meeting. A meeting requested by shareholders of the corporation will be called for a date not less than 10 nor more than 60 days after the request is made, unless the shareholders requesting the meeting designate another person to do so.

Section 3. Place. Meetings of shareholders will be held at the principal place of business of the corporation or at such other place as is designated by the board of directors.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally by First class mail, by or at the direction of the President, the Secretary of the officer or persons calling the meeting to each shareholder of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail and addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. As such an adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting will be given on the new record date as provided in the Article to each shareholder of record entitled to vote at such meeting.

Section 6. Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders.

If a quorum, as herein defines, is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter thereof will be the act of the shareholders unless otherwise provided by law.

Section 7. Voting of Shares. Each outstanding share will be entitled to vote on each matter submitted to a vote at a meeting of shareholders.

Section 8. Proxies. A shareholder may vote either in person or by proxy provided that any and all proxies are executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

Section 9. Action by Shareholders Without a Meeting. Any action required or permitted by law, these bylaws, or the Articles of Incorporation of this corporation to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, provided that a written consent is filed setting forth the action so taken, and signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, as provided by law.

## ARTICLE II. DIRECTORS

Section 1. Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors.

Section 2. Qualification. Directors need not be residents of this state and need not be shareholders of this corporation.

Section 3. Compensation. The Board of Directors will have authority to fix the compensation for directors of this corporation.

Section 4. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. Number. This corporation will have two directors.

Section 6. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office until his successor will have been qualified and elected at the first annual meeting of shareholders, or until said director's earlier resignation, removal from office or death.

At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders will elect directors to hold office until the next annual meeting. Each director will hold office for a term for which he is elected until his successor will have been qualified and elected, his prior resignation, his removal from office or his death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy will hold

office only until the next election of directors by the shareholders.

Section 8. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Section 9. Quorum and Voting. The majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 10. Executive and Other Committees. A resolution adopted by the majority of the Board of Directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as is provided by law.

Section 11. Place of Meeting. Special or regular meetings of the Board of Directors will be held either within or without the State of Florida.

Section 12. Notice, Time and Call of Meetings. Regular meetings of the Board of Directors will be held without notice on the second Tuesday of each and every year. Written notice of the time and place of special meetings of the Board of Directors will be given to each director by either personal delivery, telegram or cable gram at least two days before the meeting or by notice mailed to the director at least five days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of, regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the chairman of the board, the president of the corporation or any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent will have the same effect as a unanimous vote.

#### ARTICLE III. OFFICERS

Section 1. Officers. The officers of this corporation will consist of a president, a vice president, a secretary and a treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of this corporation will have the following duties:

The President will in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been duly elected president.

The secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore,



he will record the minutes of all meetings of the shareholders and the Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors of the President.

The Treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of shareholders and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors of the President.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Any vacancy in any office may be filled by the Board of Directors.

#### ARTICLE IV. STOCK CERTIFICATES

Section 1. Issuance. Every holder of share(s) in this corporation will be entitled to have a certificate representing all share(s) to which he is holder. No certificate representing share(s) will be issued until such share(s) is/are fully paid.

Section 2. Form. Certificates representing share(s) in this corporation will be signed by the President or Vice President and the Secretary or an Assistant Secretary and will be sealed with the seal of this corporation.

Section 3. Transfer of Stock. The corporation will register a stock certificate presented for transfer if the certificate is properly endorsed by the holder of record or by his duly authorized agent.

Section 4. Lost, Stolen, or Destroyed Certificates. If the shareholder will claim to have lost or destroyed a stock certificate representing shares issued and recorded by the corporation, a new certificate will be issued upon said shareholder presenting an affidavit claiming the certificate of stock to be lost, stolen or destroyed. At the discretion of the Board of Directors, said shareholder will deposit a bond or other indemnity in such amount and with such sureties, if any, as the board may require.

#### ARTICLE V. BOOKS AND RECORDS

Section 1. Books and Records. This corporation will keep accurate and complete books, records of account, and minutes of the proceedings of all meetings of shareholders, Board of Directors, committees of directors.

This corporation will keep, at its registered office, principal place of business or office of its attorneys a record of all shareholders indicating the name, address and number of shares held by each registered shareholder.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

Section 2. Shareholders' Inspection Rights. Any person who has been or presently is a holder of record of shares or of voting trust certificates at least six months immediately preceding his demand or for at least five percent of the outstanding shares of the corporation, upon written demand stating the purpose thereof, will have the right to examine and to make extracts in person or by agent or attorney, at any reasonable time(s), for any proper purpose, the corporation's relevant books, records

or accounts, minutes and records of shareholders.

Section 3. Financial Information. Not later than four months after the close of each fiscal year, this corporation will prepare a balance sheet showing the financial condition of the corporation at the close of the fiscal year, and a profit and loss statement showing the results of the operations of the corporation during the fiscal year.

Upon the written request of any shareholder or holder of voting trust certificates for shares of the corporation, the corporation will mail to each shareholder or holder of voting trust certificates a copy of the most recent such balance sheet and profit and loss statement.

The balance sheet and profit and loss statement will be filed in the registered office of the corporation in this state, will be kept for at least five years, and will be subject to inspection during business hours by any shareholder or holder of voting trust certificates, in person or by agent.

#### ARTICLE VI. DIVIDENDS

The Board of Directors of this corporation may, from time to time declare dividends on its shares in cash, property or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent, subject to the provisions of the Florida Statutes.

#### ARTICLE VII. CORPORATE SEAL

The Board of Directors will provide a corporate seal which will be in circular form embossing in nature and stating "Corporate Seal", "Florida", year of incorporation and name of said corporation.

#### ARTICLE VIII. AMENDMENT

These bylaws may be altered, amended or repealed, and altered, amended or new bylaws may be adopted by the Board of Directors, unless reserved to the shareholders by the Articles of Incorporation. The Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders where it is specifically prescribed in such by law that it shall not be altered, amended or repealed by the Directors.

#### ARTICLE IX. CORPORATE INDEMNIFICATION PLAN

The corporation may indemnify any person:

1. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

2. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer,

employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

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TALLAHASSEE, FLORIDA