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MARSHALL SCHWEITZER
DARLENE SCHWEITZER-RAMRAS

95 MAY -2 AM 10:54
FILED
SECRETARY OF STATE
TALLAHASSEE
TELEPHONE (305) 670-2700
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April 25, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: AAA Systems Management, Inc.

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****122.50 ****122.50

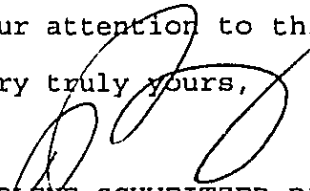
Dear Sirs:

Please find enclosed Articles of Incorporation for the above captioned corporation along with my check in the amount of \$122.50 for the filing fee.

Kindly file the corporation and forward a copy back to my office in the self addressed Federal Express envelope enclosed herein.

Your attention to this matter is greatly appreciated.

Very truly yours,


DARLENE SCHWEITZER-RAMRAS
DSR:ib
Enc.

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ARTICLES OF INCORPORATION
OF
AAA SYSTEMS MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the corporation shall be:

AAA SYSTEMS MANAGEMENT, INC.

Its business shall be carried out in Sunrise, Florida and that such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors. Its principal place of business shall be 10120 Sunset Strip, Suite 164, Sunrise, Florida 33322.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I

Any activity or business permitted under the law of the State of Florida and of the United States of America.

SECTION II

Management services.

SECTION III

In the purchase or acquisition of property, business rights or franchise, or for additional working capital or for any other object in or about its business affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

This corporation shall have all the general powers, but no recitations, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stocks this corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than: One Hundred Dollars (\$100.00)

ARTICLE V

This corporation shall exist perpetually and is filed as a Sub-Chapter S Corporation.

ARTICLE VI

The principal place of business of this corporation shall be located in Sunrise, Florida and it may have such other places of business, both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors of not less than 1 director(s), the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE IX

The name and post office address of the first board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are:

ADRIENNE MAISEL
10121 Sunset Strip, #164
Sunrise, Florida 33322

The offices to be held by the above named director is as follows:

ADRIENNE MAISEL, President, Vice President/Sec. and
Treasurer

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of

shares of stock which each agrees to take is as follows:

ADRIENNE MAISEL	100 shares
10121 Sunset Strip, #164	
Sunrise, Florida 33322	

ARTICLE XI

The street address of the initial registered office of this corporation is 10121 Sunset Strip, #164, Sunrise, Florida 33322

ARTICLE XII

The provisions of this Charter, and each and every article and section hereof, and by-laws of this corporation shall be considered a part of every contract, and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23 day of April, 1995.

Adrienne Maisel
ADRIENNE MAISEL

ACCEPTANCE OF RESIDENT AGENT

The undersigned registered agent of AAA SYSTEMS MANAGEMENT, INC., a Florida Corporation hereby states that she is familiar with and accepts the duties and responsibilities as registered agent for the aforementioned corporation.

Adrienne Maisel
ADRIENNE MAISEL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA