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LAW OFFICES  
RAFAEL A. CENTURION

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TELEPHONE (305) 891-1221  
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August 25, 1995

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

5000001571875  
-08/29/95--01043--019  
\*\*\*\*122.50 \*\*\*\*122.50

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation of AAA Discount Services, Inc. Also enclosed is a check in the amount of \$122.50.

Please return a certified copy of the Articles to the above address.

Thank you for your assistance.

Very truly yours,

*Rafael A. Centurion*  
Rafael A. Centurion

55 AUG 29 1995  
RECEIVED  
TALLAHASSEE  
DIVISION OF CORPORATIONS

SHARON L. TALA

AUG 30 1995

ARTICLES OF INCORPORATION

OF

AAA DISCOUNT SERVICES, INC.

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:

AAA DISCOUNT SERVICES, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III PRINCIPAL OFFICE

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

1814 NE Miami Gardens Drive  
Suite 700  
North Miami Beach, FL 33179

ARTICLE IV SHARES

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

10,000,000 shares of common stock with a value of \$1.00 per share

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael Marcus  
1814 NE Miami Gardens Drive  
Suite 700  
North Miami Beach, FL 33179

ARTICLE VI INCORPORATOR(S)

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

Michael Marcus  
1814 NE Miami Gardens Drive  
Suite 700  
North Miami Beach, FL 33179

ARTICLE VII TERM OF EXISTENCE

This corporation is to exist perpetually.


ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Marcus - President, Secretary, and Treasurer  
1814 NE Miami Gardens Drive  
Suite 700  
North Miami Beach, FL 33179

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

11 day of AUGUST, 1995.



Michael Marcus

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0505, 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:

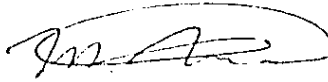
AAA DISCOUNT SERVICES, INC.

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

Michael Marcus  
1814 NE Miami Gardens Drive  
Suite 700  
North Miami Beach, FL 33179

*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.*

SIGNATURE



DATE

8/11/95