

9

1:30 PM

PUBLIC ACCESS SYSTEM

((H96000006499))) ELECTRONIC FILM COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF UTILITY 145 W. FLORIDA ST
 STATE OF FLORIDA SUITE 200
 400 EAST PALM BEACH AVENUE MIAMI FL 33135
 TALLAHASSEE FL 32309 CONTACT: JIM STORMONT
 FAX (904) 921-3000 PHONE: (305) 641-3694
 FAX: (305) 641-3770

Handwritten signature: P. 00034206

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AA INTERNATIONAL CONSULTING GROUP, INC.
 FAX AUDIT NUMBER: H96000006499 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 04/18/1996 TIME REQUESTED: 13:30:27
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000006499)))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Help F1 Option Menu F2

NUM Connect: 00:10:11

21 APR 1996
 11:12 AM
 TALLAHASSEE, FLORIDA

Handwritten signature and date: [Signature] 4/19

FILED
 96 APR 18 PM 6:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

446 00005496

B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is 500 shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of ONE (\$1.00) DOLLAR per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON ASSESSABILITY: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations, in the event of the liquidation or dissolution of this corporation.

ARTICLE EIGHT

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect; unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

- 1. Amendment of this Certificate of Incorporation:
Required Percentage 51%

446 00005496

55450000967

2. Sale, Lease or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 51%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 51%

4. Voluntary Dissolution of this Corporation:

Required Percentage 51%

ARTICLE NINE

No record holder of stock of any class of this Corporation shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

The name and address of the initial directors and shareholders are as follows:

DIRECTOR

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. #306
Miami, Fl. 33133

55450000967

545000005459

SHAREHOLDER

ANTONIO M. AGUILERA

2937 S.W. 27TH Ave. #306
Miami, Fl. 33133

ARTICLE ELEVEN

STOCK TRANSFER RESTRICTION

The transfer of stock by a stockholder of this corporation is restricted. Said Restrictions are to be found in the By-Laws of this Corporation or a Shareholders Agreement.

ARTICLE TWELVE

The Registered Agent and the registered office of this Corporation shall be:

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. #306
Miami, Fl. 33133

ARTICLE THIRTEEN

The undersigned individual(s); competent to contract, execute this Certificate of Incorporation as it's initial Subscriber(s) and Director(s). The undersigned individual(s) shall hold office as Director until their successors have qualified, following their election or appointment. The street address in Florida of the principal office of this corporation shall be as follows:

Street Address:

2937 S.W. 27th Ave. #306
Miami, Fl. 33133

The corporation shall change it's Principal office at any time.

Mailing address:

2937 S.W. 27th Ave. #306
Miami, Fl. 33133

545000005459

15450000549

ARTICLE FOURTEEN

Every person who now in or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of the duties imposed in him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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

IN COMPLIANCE WITH SECTION 48,091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

AA INTERNATIONAL CONSULTING GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ANTONIO M. AGUILERA, OF 2937 S.W. 27TH AVE. #306, OF THE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

~~ANTONIO M. AGUILERA~~
ANTONIO M. AGUILERA

April 18, 1996

15450000549

5575000096H

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS 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.

SIGNATURE:


ANTONIO M. AGUILERA

DATED: April 18, 1996

FILED
96 APR 18 PM 6:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5575000096H