96 486 30 11 9 52 1711 Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 SUBJECT: AA-ALL-AMERICAN TRANSPORTATION INC.
(Proposed corporate name - must include suffix) *appropriet 9:3 7009 *05/30/96--0005--014 ****131.25 Enclosed is an original and one (1) copy of the articles of incorporation and a check for: **131.25 \$122.50** \$70.00 **\$78.75** Filing Fee, Certified Copy & Certificate Filing Fee Filing Fee Filing Fee & Certificate & Certified Copy Additional Copy Required JERGME SCHLOSS BECS Name (printed or typed) 879 NE 160 Tes North MIAM', BEACH, FL. 33/62 City, State & Zip JCroins Schlosshing GAVE Daytime Telephone number **AUTHORIZATION BY PHONE TO** CORRECT article ITIE DATE 9-5.96

DOC. EXAM ______

NOTE: Please provide the original and one copy of the article

1711 (F.17) 96 (AUS 32 (M) 9 52 MALLY (MAJA)

ARTICLES OF INCORPORATION

ARTICLE I

THE NAME OF THIS CORPORATION IS AA-ALL- AMERICAN TRANSPORTATION TING.

ARTICLE II

THE STREET ADDRESS OF THE INITIAL Principal OFFICE OF THIS CORPORATION IS: 878 N.E. 160 TERR., NORTH HIAHI BEACH, FL. 33162-4438.

ARTICLE III

THE CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF 1.00 PER VALUE COMMON STOCK WHICH SHALL BE DESIGNATE AS "COMMON SHARES"

ARTICLE IV

THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS JEROME SCHLOSSBERG 878 NE 160 TERR. NORTH HIAMI BEACH, FL. 33162-4438

ARTICLE V

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF INITIAL DIRECTORS OF THIS CORPORATION IS: JEROME SCHLOSSBERG, 878 NE. 160 TERR, NORTH HIAHI BEACH, FL. 33162-4438

ARTICLE VI

SECTION I:

IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION, OF WINDING UP OF THIS CORPORATION, THE ASSETS OF THE CORPORATION SHALL BE PAYABLE TO AND DISTRIBUTED RATABLY AMONG THE HOLDERS OF RECORD OF COMMON SHARES.

SECTION II: VOTING RIGHTS

EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDER OF THE COMMON SHARES.

ARTICLE VII

PREEMPTIVE RIGHTS:
EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK
OF THIS CORPORATION OF THE SAHE KIND, CLASS OR SERIES AS THAT
WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS
PRO-RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT
ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS
OFFERED

ARTICLE VIII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION IS:

JEROME SCHLOSSBERG 878 N.E. 160TERR., NORTH HIAMI BEACH, FL. 33162-4438

ARTICLE IX

THE NAME AND ADDRESS OF PERSONS SIGNING THESE ARTICLES OF INCORPORATION ARE:

JEROME SCHLOSSBERG, 878 N.E. 160TERR, N.MIAMI BEACH, FL. 33162-4438

ARTICLE X

AMENDMENT:

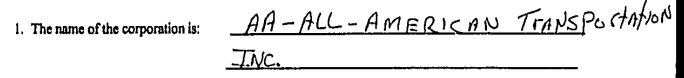
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENTS THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS THE 28 DAY OF AUGUST, 1996.

JEROME SCHLOSSBERG

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.



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

JEROME SCHLOSS Bery

(NAME)

878 NE 160 TERR

(P.O. DOV. OF MAIL Drop BOX NOT ACCEPTABLE)

MIAMIL BRACH FC. 33/62-4438

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.

Jeny Duris 8/28/96
(SIGNATURE) (DATE)