

~~W 97 10654~~
~~OK 8/1/97~~
~~5/8/97~~

OK 6/4/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

ANIBAL ORTIZ
5500 SW 8TH ST
PLANTATION, FL 33317

SUBJECT: ~~ACO ENTERPRISES, INC.~~
Ref. Number: W97000010654

ALL ENTITY, INC.

We have received your document for ~~ACO ENTERPRISES, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 997A00024593

ARTICLES OF INCORPORATION
OF
ALL ENTITY, INC.

FILED
97 JUN -4 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ALL ENTITY, INC., with its principle and mailing address being: 5500 S.W. 8th Street, Plantation, Florida 33317.

Article II - Duration

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III - Purpose

This corporation is organized for the following purpose: to provide businesses and individuals with commercial painting and general household improvements; to buy and sell commercial paper and collateral; consummate and collect loans; own, manage and lease real estate and for the purpose of transacting any or all other lawful business permitted under the laws of the United States of America and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of no par value common stock, which shall be designated "Common Shares".

Article V - Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidations, dissolution, or winding up of this corporation, the holders of record of the outstanding Common Shares shall be entitled to be paid the remaining assets of this corporation, and shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. 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 holders of the outstanding Common Shares.

Article VI - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5500 S.W. 8th Street, Plantation, Florida 33317 and the name of the initial registered agent of this corporation at that address is Anibal Ortiz.

Article VIII - Initial Board of Directors

This corporation shall have one (1) directors 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. The names and addresses of the initial directors of this corporation are:

Anibal Ortiz

5500 S.W. 8th Street, Plantation, Florida 33317

Article IX - Incorporators

The name and address of the persons signing these articles is:

Anibal Ortiz 5500 S.W. 8th Street, Plantation, Florida 33317

Article X - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Anibal Ortiz 500 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XII - Cumulative Voting

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article XIII - Calling of Special Meetings

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

Article XIV - Shareholder Quorum and Voting

Fifty One Percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present,

the affirmative vote of Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XV - Approval of Shareholders Required For Merger

The approval of the shareholders of this corporation to any Plan of merger shall be required in every case, whether or not such approval is required by law.

Article XVI - Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which the share holders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

Article XVII - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVIII - Powers

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain, and defend in its corporate name, in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporate.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

Article XIX - Directors Compensation

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders

shall not be subject to the payment of the corporate debt in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XXI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

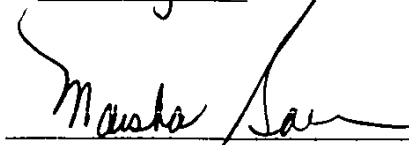
IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 22nd day of May, 1997.


Arribal Ortiz

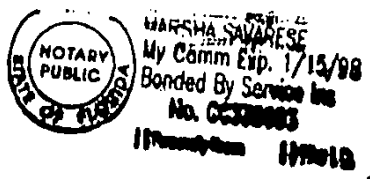
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Charles Lamm, known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of May 1997.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED

97 JUN -4 AM 8:31

In pursuance with chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First - That ALL ENTITY, INC.
Name of Corporation

desiring to organize under the laws of the State of Florida, with its' principle office, as
indicated in the articles of incorporation at the City of Plantation, in the County of
Broward, and State of Florida, has named Anibal Ortiz located at: 5500 S.W. 8th Street,
Plantation, Florida 33317, State of Florida as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative to keeping open said office.

Anibal Ortiz
Anibal Ortiz

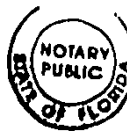
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a notary public authorized to take acknowledgments in the State and
County set forth above, personally appeared Anibal Ortiz, known to me to be the
person who executed the foregoing articles of incorporation, and he acknowledged
before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 30 day of May 1997.

Maisha Su
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



MAISHA SU
My Comm Exp. 1/15/98
Bonded By Service Ins
No. 0038003
1/15/98

Bonded
No. CC330411
1/15/98