

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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AAA All Star, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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ARTICLES OF INCORPORATION

OF

AAA ALL STAR, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: AAA All Star, Inc.
The principal place of business of this corporation shall be 526
West Sumner Street, Kissimmee, FL 34741

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business to be transacted by this
corporation is to engage in any and all business permitted under
the laws of the State of Florida, the United States or any other
state, country, territory or nation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on
the date of filing of these Articles in the office of the
Secretary of State, for the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to issue and have outstanding at any one time is 1,000
shares with each share having a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial
registered office of this corporation in the State of Florida
shall be: Michael O. Meehan, 526 West Sumner Street, Kissimmee,
FL 34741.

The Board of Directors from time to time may move the
registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII

INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

Michael O. Meehan

526 West Sumner Street,
Kissimmee, FL 34741

Laurie J. Meehan

526 West Sumner Street,
Kissimmee, FL 34741

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INITIAL 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 O. Meehan
526 West Sumner Street
Kissimmee, FL 34741

PRESIDENT / SECRETARY

Laurie J. Meehan
526 West Sumner Street
Kissimmee, FL 34741

V. P. / TREASURER

ARTICLE IX
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as incorporators are:

Michael O. Meehan
526 West Sumner Street
Kissimmee, FL 34741

Laurie J. Meehan
526 West Sumner Street
Kissimmee, FL 34741

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on the 8th day of October, 1997.


Michael O. Meehan


Laurie J. Meehan

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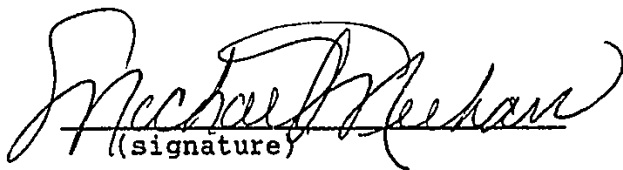
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the corporation is: AAA All Star, Inc.
2. The name and address of the registered agent and office is:

Michael O. Meehan
526 West Sumner Street
Kissimmee, Florida 34741

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)

10-8-97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314