

Charter # Only

P97000093830

VALIDATION ONLY

AIDA CONCEPCION			
Requestor's Name			
2301 S.W. 63 Avenue			
Address			
Miami, Florida 33155			
City	State	ZIP	Phone #
CORPORATION(S) NAME			

600002335496--6
-10/31/97--01101--002
*****70.00 *****70.00

AIDERIC, INC.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> PROFIT | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> MERGER |
| <input type="checkbox"/> NON-PROFIT | <input type="checkbox"/> DISSOLUTION | <input type="checkbox"/> MARK |
| <input type="checkbox"/> FOREIGN | <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> RESERVATION |
| <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> OTHER | |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> PHOTO COPIES | <input type="checkbox"/> CERTIFICATE UNDER SEAL |
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> WALK IN | <input type="checkbox"/> WILL WAIT |
| <input type="checkbox"/> WALK IN | <input type="checkbox"/> PICK UP | <input type="checkbox"/> MAIL OUT |
| <input type="checkbox"/> WALK IN | <input type="checkbox"/> CALL | <input type="checkbox"/> AFTER 4:30 |

Name
Availability
Document
Examiner
Updater
Updater
Verifier
Acknowledgment
N.P. Verifier

RP. 103 (8/82)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 31 AM 9 35

FILED

97-11-3-97

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this corporation is:
AIDERIC, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is UPON ACCEPTANCE BY SECRETARY OF STATE.

FILED
97 OCT 31 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. DESIGNATION. The stock of this corporation shall be known as Common Stock.
- B. AUTHORIZED. The maximum number of shares of Common Stock that this corporation may issue is: 1,500.
- C. CAPITAL. The amount of capital with which this corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).
- D. PAR VALUE. Each share of Common Stock shall have the par value of \$ 5.00.
- E. 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 judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- F. NON ASSESABILITY. 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.
- G. VOTING RIGHTS. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- 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 assets legally available for such purpose.
- I. LIQUIDATION RIGHTS. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of
this corporation is: 4011 W. Flagler St. Suite 202
Miami, Florida 33134
and the name of the Initial Registered Agent of this corporation
at that address is: AIDA CONCEPCION

ARTICLE SIX

INITIAL BOARD OF DIRECTORS - INCORPORATORS

This corporation shall have initially 2 Directors.
The number of Directors may be either increased or decreased,
from time to time by the bylaws but shall never be less than
1. The name(s) and address(es) of the initial Director(s)
of this corporation is (are):

<u>AIDA CONCEPCION</u>	<u>15382 S.W. 153 Street</u>
President-Treasurer 50%	Miami, Florida 33187

<u>ERIC CONCEPCION</u>	<u>15382 S.W. 153 Street</u>
Vice Pres.-Secretary 50%	Miami, Florida 33187

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

SHAREHOLDERS QUORUM AND VOTING

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 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

COMPENSATION

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

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during this term.

DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of 51% of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 51% of the directors present and voting, shall be the act of the Board of Directors.

INDEMNIFICATION

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

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.

DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

October 1997.

AIDA CONCEPCION

ERIC CONCEPCION

(SEAL)

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

ments in the state and county set forth above, personally appeared

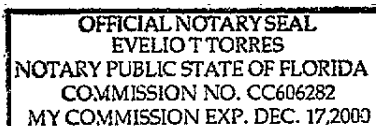
~~AIDA CONCEPCION and ERIC CONCEPCION~~

be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) 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 21st day of October 19 97.

NOTARY PUBLIC
State of Florida, At Large

My commission expires:



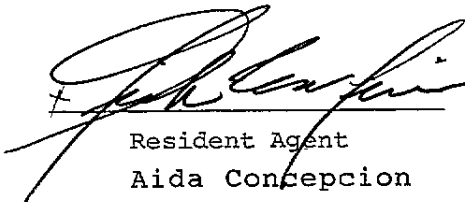
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First.- That AIDERIC, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Miami, County of Dade,
State of Florida, has named AIDA CONCEPCION
located at 4011 W. Flagler St. Suite 202
City of Miami, County of Dade
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.


Resident Agent
Aida Concepcion

FILED
97 OCT 31 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA