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FLORIDA DIVISION OF CORPORATIONS
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((H97000019068 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: AE FINANCIAL SERVICES, INC. AUDIT NUMBER.....H97000019068 DOC (4)
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AE FINANCIAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

450 Southeast 11th Terrace, Dania, Florida 33004

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares at \$1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Edward R. Rumin, Esquire
2720 East Oakland Park Blvd.
Suite 106
Fort Lauderdale, FL 33306

PREPARED BY:
EDWARD R. RUMIN, ESQ.
2720 EAST OAKLAND PARK BLVD.
SUITE 106
FORT LAUDERDALE, FL. 33306
954-565-9492
BAR #143872

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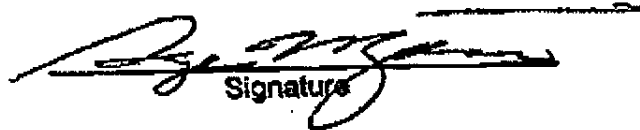
117-10000/1000

ARTICLE V INCORPORATOR:

The name and street address of the incorporator to these Articles of Incorporation is:

George Morgan, 450 Southeast 11th Terrace, Dania, Florida 33004

The undersigned incorporator has executed these Articles of Incorporation this
November 12, 1997


Signature

117-10000/1000

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

AE FINANCIAL SERVICES, INC.

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

**EDWARD R. RUMIN
2720 E. OAKLAND PARK BLVD.
SUITE 106
FORT LAUDERDALE, FL 33306**

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.


Edward R. Rumin

November 12, 1997

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