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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (850)922-4001

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AECA SERVICES, INC.

AUDIT NUMBER.....H98000008621

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Aeca Services, Inc.

**ARTICLE I
NAME**

The name of this corporation is **Aeca Services, Inc.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Article of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all business or enterprise not prohibited under the laws of Florida or the United States.

Prepared by: Oscar Schneider
Fl. Bar No. 656550
2455 E. Sunrise Blvd., Suite 905
Ft. Laud., Fl. 33304
(954) 564-6616

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock, at no par value.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any stock of this corporation or upon the death of any shareholder shall have the right to purchase said shareholders stock for a price and upon conditions to be listed in the by-laws or shareholders agreement of this corporation prior to said shares being offered to others.

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is : 2455 E. Sunrise Blvd. Suite 905, Ft. Laud.,Fl., 33304

and the name of the initial registered agent of this corporation , who is a resident of the state of Florida, and whose address appears above is Oscar Schneider.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors. The number of directors may either be increased or diminished from time to time by and in accordance with the conditions stated in the By-Laws or Shareholders agreement, but shall never be less than one. The name and address of the initial directors of this corporation are :

**Oswaldo Colon
10711 S.W. 27 St.
Miami, Fl. 33165
and
Jorge Cisneros
262 N.W. 15th Street
Miami, FL 36121**

**ARTICLE VIII
SUBSCRIBER**

The name and address of the subscriber to these Articles is :

**Oscar Schneider
2455 E. Sunrise Blvd. Suite 905
Ft. Laud., Fl. 33304**

**ARTICLE IX
INDEMNIFICATION**

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

**ARTICLE X
CAPITAL**

The amount of capital with which this corporation shall begin shall be not less than \$500.00.

**ARTICLE XI
AMENDMENT**

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

GENERAL PROVISIONS

subscriber has executed these Articles of Incorporation this 6th day of May, 1998.(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders of the corporation.

(c) Subject to the provisions and conditions of this article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu or cash, at a just valuation to be fixed by its Board of Directors.

(d) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with the view to curtailment of cost of litigation, except what no sums shall be paid in connection with any such settlement unless the corporation is advise by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such officer or director. The corporation shall not, however, indemnify such officer or director with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director, nor in respect of any matter on which any settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion, and in no event shall anything herein contained be construed as to protect or authorize the corporation to indemnify any such officer or director against any liability to the corporation or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any officer or director may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned



Oscar Schneider
SUBSCRIBER

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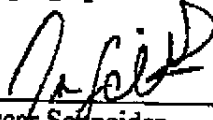
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections: AECA SERVICES, INC. desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Certificate of Incorporation, at the city of Fort Lauderdale, county of Broward, has named Oscar Schneider, located at 2455 E. Sunrise Blvd., Suite 905, Ft. Laud., Fl. 33304, county of Broward, 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 named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said sections relative to keeping open said office.



Oscar Schneider
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared Oscar Schneider 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 seal, in the State and County aforesaid, this ____ day of _____, 1998.

NOTARY PUBLIC

My commission expires:

FILED
98 MAY -6 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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