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A.G. Sosa
13105 IXORA Ct. #301
NORTH MIAMI, FL 33181

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
AAA FAMILY SERVICES OF MIAMI INC.

ARTICLE I. NAME

The name of this corporation shall be AAA FAMILY SERVICES OF MIAMI
INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of
the filing of these Articles Of Incorporation by the Department of Corporations.
This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the
transaction of any and all business activities permitted under the laws of Florida
and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of Capital
Stock at \$1.00 (One Dollar) par value.

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL OFFICERS

The number of directors on this corporation's Initial Officers shall be 1. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The name and address of each individual who shall serve as a member of the Initial officers are:

President

Armando G. Sosa 13105 Ixora Ct. #301, N. Miami, FL 33181

Vice-President

Secretary

Treasurer

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 1150 S.W. 22nd Street, #8 Miami FL 33129

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Armando G. Sosa

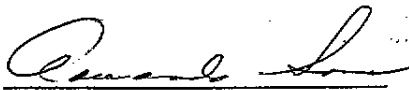
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Armando G. Sosa 13105 Ixora Ct. #301 N. Miami FL 33181.

ARTICLE XI. AMENDMENT

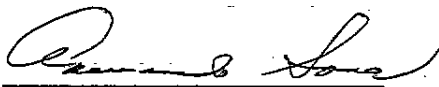
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

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Incorporator
Miami

I hereby accept my designation as resident agent and agree to serve as the resident agent of AAA FAMILY SERVICES OF MIAMI INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for AAA FAMILY SERVICES OF MIAMI INC.

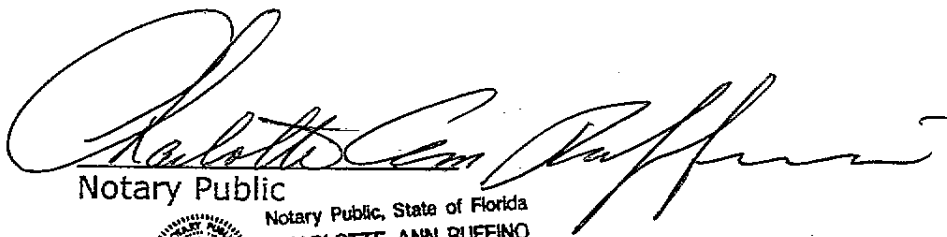


Registered Agent

State Of Florida

County of Dade

On July 24, 1998, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of AAA FAMILY SERVICES OF MIAMI INC.



Notary Public



Notary Public, State of Florida
CHARLOTTE ANN RUFFINO
Commission # CC 701079
Comm. Expires Dec. 8, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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