P98000099102

A.A.A. ACCOUNTING GROUP, INC.
275 NW Fontainebleau Blvd # 130
Miami, Florida, 33172 .
Ph 305 225 8066 = fax 305 553 2900

FILED
98 NOV 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 20, 1998.

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*****78.75 *****78.75

Department of State
Division of Corporations
George Firestone Blvd # 409
East Gaines Street
Tallahassee, Florida, 32399

EFFECTIVE DATE
11-20-98

subject: A & M DISCOUNT, INC.
(Proposed Corporate Name)

Enclosed is an original and (1) copy of the articles of incorporation and a check # 1146 in the amount of $ 78.75, covering filing fees and certificate.

From: ANTONIO A ROMEU
275 NW FONTAINEBLEAU BLVD # 130
MIAMI, FLORIDA, 33172

ANTONIO A ROMEU

SP
11/25

ARTICLES OF INCORPORATION

OF

A & M DISCOUNT, INC.

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The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME:

The name of the corporation is:

A & M DISCOUNT, INC.

EFFECTIVE DATE
11-20-98

ARTICLE II; DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III; PURPOSE

The purpose is in engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 1000 shares of one dollar ($1.00) per value common stock, which shall be designated "Common Shares"

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office is as follows:

MARIA ARENCIBIA
1677 NW 163 STREET
NORTH MIAMI BEACH
FLORIDA 33162

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

1677 NE 163 STREET
NORTH MIAMI BEACH
FLORIDA 33162

ARTICLE VII.. INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO Director (s)initially. The number of directors may be eighter increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

ADELA MESA
PRESIDENT - DIRECTOR
3265 W 77 PLACE
HIALEAH FLORIDA 33018

MARIA ARENCIBIA
VICE PRESIDENT - SECRETARY - DIRECTOR
1100 W 25 STREET # 4
HIALEAH FLORIDA 33010

ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

MARIA ARENCIBIA
1100 W 25 STREET # 4
HIALEAH FLORIDA 33010

Signature of Incorporator

ARTICLE IX. AMENDMENT OF ARTICLES.

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 on the shareholders subject to this reservation.

ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares prempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION EXECUTED THESE ARTICLES OF INCORPORATION AT THIS TWENTY (20) OF NOVEMBER OF 1998.

BEFORE ME, The undersigned authority, personally appeared:
MR. MARIA ARENCIBIA. TO me knows to be the person who executed the foregoing Articles of Incorporation and he acknowledge to and before me that he executed such instrument.
Sworn and subscribed before me on this 20 of November 1998.
Florida Driver License No. A652-540-63-877-0

Notary Public
Of Florida, my commission
Expires June 18/2002

Antonio A Romeu
My Commission CC752318
Expires June 18, 2002

CERTIFICATE OF DESIGNATED REGISTERED AGENT AND 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 designated the registered office/registered agent, in the State of Florida.

1.- The Name of the Corporation is:

A & M DISCOUNT,INC.

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

MARIA ARENCIBIA
1100 W 25 STREET # 4
HIALEAH FLORIDA 33010

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Having been named as Registered Agent and to accept service of process for the above stated corporation and 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 obligation of my position as registered agent.

Signature: [signature] Date: Nov. 20/98