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Paris & Associates
Attorneys at Law

September 23, 1999

Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000002997720--4
-09/27/99--01106--003
*****78.75 *****78.75

Re: A & E Innovative Solutions, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and copy of Articles of Incorporation and Designation of Registered Agent regarding the above referenced corporation. Also enclosed is our check in the amount of \$78.75 which represents the following:

\$ 35.00 - filing fee for Designation of Registered Agent
35.00 - filing fee for Articles of Incorporation
8.75 - certified copy of Articles of Incorporation

\$ 78.75 - TOTAL

Please file the enclosed documents and provide my office with a certified copy of the Articles of Incorporation.

If you have any questions, please do not hesitate to contact me. Thank you for your cooperation in this matter.

Sincerely,


Susan T. Wilcox
Certified Legal Assistant

/stf
enclosures

FILED
99 SEP 27 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A & E INNOVATIVE SOLUTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

A & E Innovative Solutions, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is consulting and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 100 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 18002 Kings Park Dr., Tampa, Florida 33647. The mailing address of the corporation is 18002 Kings Park Dr., Tampa, Florida 33647. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Alred Edwin Allen. III

ARTICLE VIII

Subscribers

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

Alfred Edwin Allen, III
18002 Kings Park Dr., Tampa, Florida 33647

ARTICLE IX

Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 18002 Kings Park Dr., Tampa, Florida 33647 and the Registered Agent shall be Alfred Edwin Allen, III to accept service of process within this State until changed according to law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI

Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII

Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set his hand and seal this 23rd day of September, 1999.


ALFRED EDWIN ALLEN, III

ACCEPTANCE OF REGISTERED AGENT

Alfred Edwin Allen, III does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.0501, Florida Statutes.

DATED this 23rd day of September, 1999.


ALFRED EDWIN ALLEN, III