



THE UNITED STATES CORPORATION COMPANY

L99000000726

ACCOUNT NO. : 072100000032

REFERENCE : 129077 80473A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 9, 1999

ORDER TIME : 1:38 PM

ORDER NO. : 129077-005

CUSTOMER NO: 80473A

900002770409--8
 -02709/99--01096--019
 ****337.50 ****337.50

CUSTOMER: Ms. Ronda Gluck
 BILL T. SMITH, JR., P.A.
 BILL T. SMITH, JR., P.A.
 Suite 402
 980 North Federal Highway
 Boca Raton, FL 33432

RECEIVED
 99 FEB -9 PM 2:22
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ALLIANCE, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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 TALLAHASSEE, FLORIDA

L99-726

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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February 9, 1999

CHRISTOPHER SMITH
CSC

SUBJECT: ALLIANCE, L.L.C.
Ref. Number: W99000003277

RESUBMIT

Please give original
submission date as file date.

We have received your document for ALLIANCE, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 299A00005746

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

ARTICLE I

Name

The name of the Limited Liability Company is Alliance '99, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

4020 Galt Ocean Drive
Suite 1401
Ft. Lauderdale, FL 33308

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be:
Perpetual

ARTICLE IV

Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Alan A. Arruda
4020 Galt Ocean Drive
Suite 1402
Ft. Lauderdale, FL 33308

Charles M. Hubbs
3/F B. No. 18 Taihegang Xianlie Zhong Road
Guangzhou 510070
Peoples Republic of China

Jose Salvador Munoz
Calle Ricardo Arias
Edificio Banco Aliado, Piso No. 15
Apartado 6443, Panama 5
Republic De Panama

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TALLAHASSEE, FLORIDA

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ARTICLE V
Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

By unanimous consent of existing members.

ARTICLE VI
Members Right to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member in the limited liability company shall be:

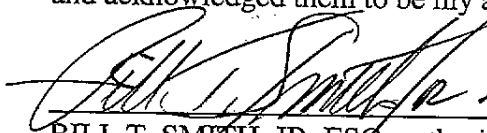
As set forth in the Operating Agreement of Alliance '99, L.L.C.

ARTICLE VII
Affidavit of Membership and Contribution

The undersigned member or authorized representative of a member of Alliance '99, L.L.C. certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$ _____;
3. if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(A description of the property is attached and made a part hereto); and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 750,000.00

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 5th day of February, 1999.


BILL T. SMITH, JR, ESQ. authorized representative

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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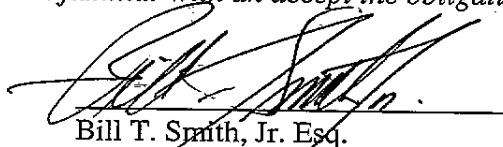
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability company is: Alliance '99, L.L.C.
2. The name and the Florida street address of the registered agent are:

Bill T. Smith, Jr.
Bill T. Smith, Jr. P.A.
980 N. Federal Highway
Suite 402
Boca Raton, FL 33432

Having been named as registered agent and to accept services of process for the above stated limited liability company 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 an accept the obligations of my position as registered agent.


Bill T. Smith, Jr. Esq.

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