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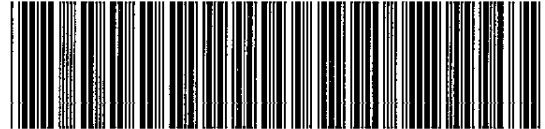
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DIVISION OF CORPORATIONS

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TALLAHASSEE FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. ALFRED'S PLACE, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ALFRED'S PLACE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator (s) hereby forms the following corporation Under the laws of the State of Florida:

**ARTICLE I
NAME:**

ALFRED'S PLACE, INC.

**ARTICLE II
PURPOSE:**

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK:**

The maximum number of shares of stocks which this corporation is authorized to issue is 7500 shares of \$ 10.00 par value, common stock. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

**ARTICLE IV
TERM OF EXISTENCE:**

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V
REGISTERED AGENT AND OFFICE:**

This initial Registered Agent and the principal address of the initial Registered Office of this corporation shall be:

**RENE A. BILBAO
267-95-6337**

**325 CALUSA STREET
KEY LARGO, FL 33037**

ARTICLE VI

DIRECTORS:

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

RENE A. BILBAO
325 Calusa Street
Key Largo, Fl 33037

ARTICLE VII

INCORPORATORS:

The name and street address of the incorporators are:

Rene A. Bilbao, President

325 Calusa Street
Key Largo, Fl 33037

Alex Guerrero/Secretary/Treasurer

ARTICLE VIII

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

CUMULATIVE VOTING:

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

ARTICLE X
AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 8th day of November 2002.

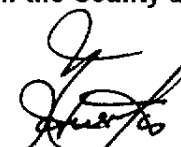

RENE A. BILBAO


ALEX GUERRERO

STATE OF FLORIDA {
COUNTY OF DADE{ SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appears Rene A., Bilbao to me known to be the person (s) described in and executed the foregoing instrument and acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this 8th day of November 2002.

 Norki Huertas
My Commission DD092870
Expires June 06, 2006


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.


ALEX GUERRERO
REGISTERED AGENT

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