

LAW OFFICES

DAVID J. HART

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MIAMI FLORIDA 33132

ADMITTED TO
FLORIDA AND NEW YORK BAR

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P95000014263

February 1, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: ~~Aly Corporation Inc.~~ *Overseas International Corp.*

Dear Sir or Madam,

Enclosed please find a cheque in the amount of \$70.00 and the Certificate of Incorporation for the above-captioned company. Please forward all documents to the undersigned.

Sincerely,

[Signature]
David J. Hart

FILED
95 FEB 21 AM 8 13
TALLAHASSEE, FLORIDA

~~1045-3090~~

T. BROWN FEB 21 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1995

DAVID J. HART, ESQ.
SUITE 1717
100 N. BISCAYNE BLVD.
MIAMI, FL 33132

SUBJECT: ALY CORPORATION INC.
Ref. Number: W95000003093

We have received your document for ALY CORPORATION INC. and your check(s) totaling \$70.00. 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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00005949

CERTIFICATE OF INCORPORATION OF
ALY OVERSEAS INTERNATIONAL CORP.

95 FEB 21 AM 8:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: **ALY OVERSEAS
INTERNATIONAL CORP.**

SECOND: Its registered office in the State of Florida is located at:
100 North Biscayne Blvd, Suite 1717
Miami FL 33132

The registered agent in charge thereof is: **DAVID J. HART**

Principal Office address is: 7810 West 28 Avenue #110
Hialeah, FL 33016

THIRD: I, **DAVID J. HART**, the registered agent for the corporation, am familiar with and accept the duties and responsibilities as registered agent for the said corporation.

FOURTH: The nature of the business and objects and purposes proposed to be transacted, promoted and carried out, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:


"The purpose of the corporation is to engage in any lawful act or activity for which the corporations may be organized under the general corporation law of the State of Florida".

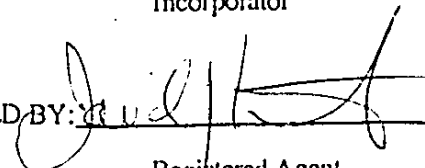
FIFTH: **CAPITALIZATION:** The corporation shall have the authority to issue **ONE HUNDRED (100)** shares of common stock, each share to have no par value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

SIXTH: The name and mailing address of each incorporator is listed below:

NAME	ADDRESS
Roberto Gomez	7810 West 28 Avenue #110 Hialeah FL 33016

SEVENTH: The Initial Director is: **Roberto Gomez**
7810 West 28 Avenue #110
Hialeah FL 33016

SIGNED BY:  DATE: Jan 11, 95
Incorporator

SIGNED BY:  DATE: Jan 11, 95
Registered Agent