

P97000050387

DEBORAH ROZNIIEWSKI
1800 Midian Avenue, Suite 701
Miami Beach, FL 33159

June 5, 1997

VIA UPS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002204458--2
-06/06/97--01090--010
*****78.75 *****78.75

Re: Alpha Beta & Associates, Inc.

Enclosed is an original and two copies of the Articles of Incorporation for the above-named corporation and a check in the amount of \$78.75 for filing fees.

Kindly forward a Certificate of Status to the undersigned in the enclosed return-stamped envelope provided for your convenience.

Very truly yours,

D. Rozniowski
Deborah Rozniowski

FILED
97 JUN 6 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/dr
Enclosures
HAUSER\DER\STATDEPT.LT2

*Done
6/9/97*

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Alpha Beta & Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1830 Meridian Ave., Suite 701
Miami Beach, Florida 33139

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

Deborah Rozniewski
1830 Meridian Ave., Suite 701
Miami Beach, Florida 33139

ARTICLE V - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Deborah Rozniewski
1830 Meridian Ave., Suite 701
Miami Beach, Florida 33139

The undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1997.


Deborah Rozniewski

97 JUN -6 AM 8:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

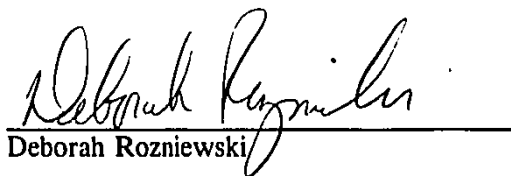
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation : Alpha Beta & Associates, Inc.
2. The name and address of the registered agent and office is:

Deborah Rozniewski
1830 Meridian Ave., Suite 701
Miami Beach, Florida 33139

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


Deborah Rozniewski

FILED
97 JUN -6 AM 8 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA