

JAMES R. MANN

ATTORNEY AT LAW

P980000 68496

July 31, 1998

Via U.S. Mail

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/03/98--01064--004
***122.50 ***122.50

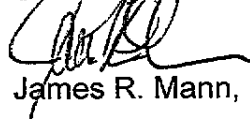
RE: Articles of Incorporation for Alpha Artists, Inc.

Department of State:

Enclosed herewith please find an original and one copy of the above referenced articles of Incorporation. Also mentioned is our check in the amount of \$122.50 representing payment for the cost of said articles.

Kindly forward a certified copy of said articles to the undersigned attorney. Thanking you in advance.

Sincerely,



James R. Mann, Esq.

JRM/db
encl.

APPROVED
AND
FILED
98 AUG -3 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Alpha Artists, Inc.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be Alpha Artists, Inc.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

V

The existence of this corporation shall be perpetual.

VI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Articles of Incorporation
Alpha Artists, Inc.
July 31, 1998

The principal office of this corporation shall be at 11077 Biscayne Blvd., Suite 200, North Miami, Florida 33161.

VII

The Board of Directors of this corporation shall consist of not less than one, nor more than 1.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Ronald Mumford	21635 113 th Drive Queens Village, NY 11429	Chairman

VIII

~~Clemens~~ The registered agent and the registered office for this corporation are: Larry ~~Gleamers~~ and 11077 Biscayne Blvd., Suite 200, North Miami, Florida 33161.

X

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business are as follows:

NAME	ADDRESS	SHARE
Ronald Mumford	21635 113 th Drive Queens Village, NY 11429	500

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	TITLE
Ronald Mumford	President
Katherine Fain	Secretary & Treasurer

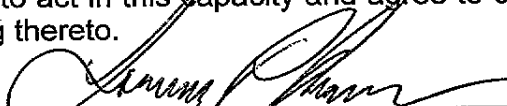
XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

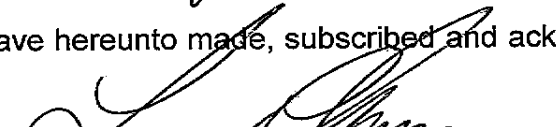
XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Larry Clemons Clemons

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.

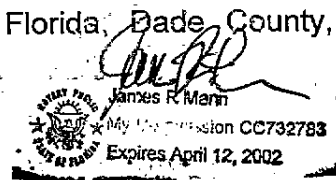

Larry Clemons Clemons

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF (Fla)
COUNTY OF (Dade)

I hereby certify that on this day personally appeared Larry Clemons, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscriber and that the facts set forth therein are true.

31 **WITNESS** my hand and seal at North Miami, Florida, Dade County, this day of July, 1998.


James R. Mann
My Commission CC732783
Expires April 12, 2002