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VIA FEDERAL EXPRESS

January 4, 1999

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Alton Advisors, Inc.

300002733533--7
-01/07/99--01077--014
131.25 *87.50

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	\$ 8.75
TOTAL	\$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

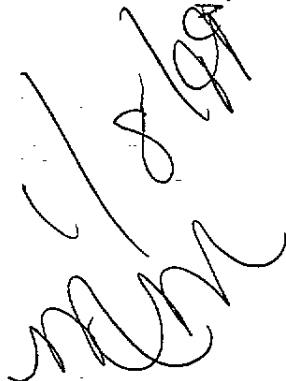

Moises T. Grayson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Jeff Krinsky

Enclosures

CORP1.MTG/Lf/k/4846



ARTICLES OF INCORPORATION OF

ALTON ADVISORS, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

ALTON ADVISORS, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Moises T. Grayson, Esq.
25 Southeast Second Avenue, Suite 730
Miami, Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

155 South Miami Avenue, 11th Floor
Miami, Florida 33131

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ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Daniel Sirlin	155 South Miami Avenue 11th Floor Miami, Florida 33130

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

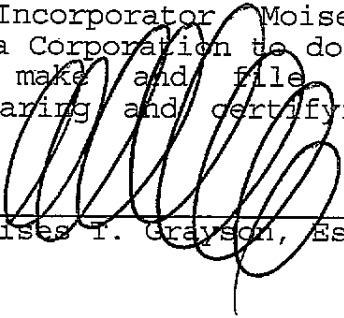
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Moises T. Grayson, Esq.	25 Southeast Second Avenue Suite 730 Miami, Florida 33131

THE UNDERSIGNED Incorporator, Moises T. Grayson, Esq. for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



Moises T. Grayson, Esq., Incorporator

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared Moises T. Grayson, Esq., who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 5 day of January, 1999.

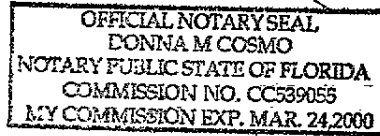
Donna M. Cosmo
NOTARY PUBLIC State of Florida
Print Name: Donna M. Cosmo

My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Moises T. Grayson, Esq.
Registered Agent

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