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August 19, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

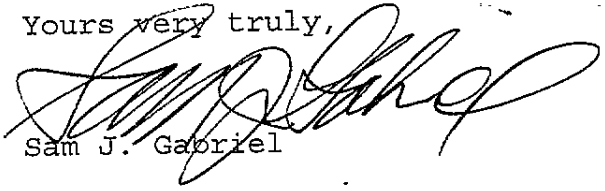
300002969263--6
-08/25/99--01017--006
*****78.75 *****78.75

Re: HEAR WELL, INC.

Gentlemen/Ladies:

Enclosed you will find two copies of the Articles of Incorporation of the above referenced corporation. Kindly return a certified copy to this office. Also enclosed is a check in the amount of \$78.75 for the filing fee, resident agent fee and a certified copy of the articles.

Yours very truly,



Sam J. Gabriel

SJG/le

Enclosure:

FILED
90 AUG 25 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten initials and date: 8-23-99

FILED
99 AUG 25 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HEAR WELL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: HEAR WELL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence on the date of filing.

ARTICLE III - PURPOSES

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) Shares of Common Stock of no par value.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of August, 1999.

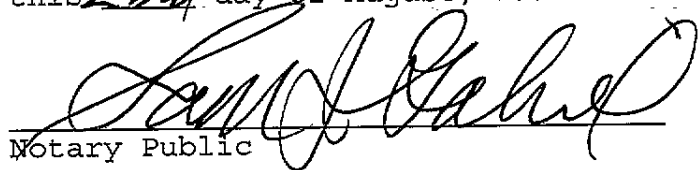

Falco R. Odorisio

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me personally appeared FALCO R. ODORISIO, who produced a drivers license issued by some state of the U. S. to me known to be the person described in the foregoing instrument, and he acknowledged before me, under oath, the execution of said instrument.

WITNESS my hand and seal this 23rd day of August, 1999.


Notary Public



SAM J. GABRIEL
My Comm Exp. 11/12/2000
Bonded By Service Ins
No. CC596567

Personally Known Other ID

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Statutes:

That ALPHA COMMODITIES, INC., desiring to organize under the
laws of the State of FLORIDA, with its principal office, as
indicated in the Articles of Incorporation at 2909 S. Ocean Blvd.
#1E, Highland Beach, Florida 33487 has named FALCO R. ADORISIO
2909 S. Ocean Blvd., #1E, Highland Beach, Florida 33487 agent to
accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


Falco R. Adorisio
Registered Agent

FILED
MAY 25 2 05 PM
TALLAHASSEE FLORIDA