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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
10451200(707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: ALHAVISION, INC.

AUDIT NUMBER.....H97000011953

DOC. TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CELT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:
ALPHAVISION, INC.

ARTICLE II PRINCIPAL OFFICE

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

999 Brickell Bay Drive
#501
Miami, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Adrian Abramovich
999 Brickell Bay Drive
#501
Miami, FL 33131

Prepared by:

Adrian Abramovich
999 Brickell Bay Drive
#501
Miami, FL 33131

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Adrian Abramovich
999 Brickell Bay Drive
#501
Miami, Fl. 33131

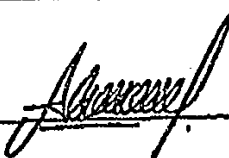
Director & President.

Daniel Abramovich
999 Brickell Bay Drive
#501
Miami, Fl. 33131

Director & Vice-President.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

____ 22 ____ day of ____ July ____, 19 ____ 97 ____



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is: ALPHAVISION, INC.

2. The name and address of the registered agent and office is:

Adrian Abramovich
(NAME)

999 Brickell Bay Drive #501
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33131
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

[Signature]
(SIGNATURE)

7-22-97
(DATE)

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DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314