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FLORIDA FILING & SERVICE SERVICES, INC.
PUBLIC NOTICE TALLAHASSEE, FL 32302
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DATE: 02-15-01
ACCOUNT NO: FCA000000015
AUTHORIZATION: ABBIE/PAUL HODGE

FILED
01 FEB 16 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TYPE OF FILING: APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

NAME: ALPHA MANAGEMENT & INVESTMENT GROUP, INC.

SPECIAL INSTRUCTIONS: PLEASE RETURN CERTIFIED COPY

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-02/16/01--01039--017
*****87.50 *****87.50

CHECK FOR \$ 87.50 ATTACHED

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2/16

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01 FEB 16 AM 10:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. ALPHA MANAGEMENT & INVESTMENT GROUP, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Bahamas 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 2, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Rua Critios, 211 - apt. 151, Morumbi, Sao Paulo, Brazil CEP 05630-040
(Principal office address)
Rua Critios, 211 - apt. 151, Morumbi, Sao Paulo, Brazil CEP 05630-040
(Current mailing address)

8. to engage in any business allowed under Florida law
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: HCRM Corp.

Office Address: 2200 Corporate Blvd. N.W., Suite 401
Boca Raton, Florida 33431
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

HCRM CORP.
By: Joseph R. Cook
Joseph R. Cook, (Registered agent's signature) Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT ~~1989~~ (No. 2 of 1990)
(No. 45 of 2000)

IBC 08
SECRETARY OF THE
TREASURY
NASSAU, BAHAMAS
16 PM 1:16

CERTIFICATE OF GOOD STANDING (Section 175)
(Section 194)

No. 118,420 B ALPHA MANAGEMENT & INVESTMENT GROUP, INC.

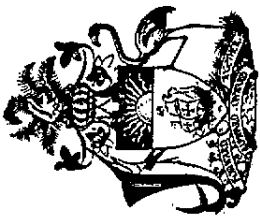
I, JACINDA P. BUTLER.....ASST., Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (~~incorporated~~) under the provision of the International Business Companies Act ~~1989~~ (No. 2 of 1990) on the 2ND day of FEBRUARY, 2000 as a Company No. 118,420B of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 175 and 194 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

* 2000 (No. 45 of 2000)

Given under my hand and seal at Nassau in the Commonwealth of The Bahamas this 2ND day of FEBRUARY, 2001


ASST. REGISTRAR GENERAL



Commonwealth of The Bahamas

The International Business Companies Act

(No. 45 of 2000)
~~(Section 16)~~

Certificate of Incorporation

(Section 16)
~~(Section 16)~~

IBC 01

No. 118420 B

ALPHA MANAGEMENT & INVESTMENT GROUP, INC.

I, JACINDA P. BUTLER, Assistant Registrar General, the Commonwealth of The Bahamas
Do Hereby Certify pursuant to the International Business Companies Act, (No. 45 of 2000) that
all the requirements of the said Act in respect of incorporation have been satisfied, and that
ALPHA MANAGEMENT & INVESTMENT GROUP, INC.

is incorporated in the Commonwealth of The Bahamas as an International Business Company
this 2nd day of February, 2001

Given under my hand and seal
At Nassau in the Commonwealth
of The Bahamas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 16 PM 1:16

Assistant Registrar General