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LAW FIRM
OF
LISA R. PRYOR BOULDIN

10759 CLOVER COURT
MANASSAS, VA 20109
PHONE/FAX: 703-257-0223

LISA R. PRYOR BOULDIN, ESQUIRE

June 14, 2000

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

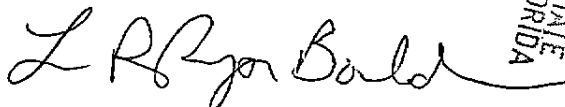
Re: Incorporation
Alpha Technology Group, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Alpha Technology Group, Inc. and the Certificate of Designation of Registered Agent and Registered Office, along with my firm check in the amount of \$78.75 for the Filing Fee, the Designation of Registered Agent and a Certificate of Status. I have also enclosed a copy of the Articles of Incorporation to be stamped with the filing information and returned to me in the enclosed pre-addressed envelope.

Thank you for your assistance in this matter.

Sincerely,



Lisa R. Pryor Bouldin

LPB/ns

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ALPHA TECHNOLOGY GROUP, INC.
A Florida Not For Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Article of Incorporation for the corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is **ALPHA TECHNOLOGY GROUP, INC.**

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be **25400 US 19 NORTH, #160, CLEARWATER, FLORIDA 33763.**

**ARTICLE THREE
MAILING ADDRESS**

The mailing address of this Corporation shall be **25400 US 19 NORTH, #160, CLEARWATER, FLORIDA 33763.**

**ARTICLE FOUR
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE FIVE
PURPOSES**

The purposes for which the Corporation is organized are exclusively religious, charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this Organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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**ARTICLE SIX
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes, in that it is not formed for pecuniary profits and no part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, nor Officers, except to the extent permissible under the law and Section 501(c)(3) of the United States Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE SEVEN
DISTRIBUTION OF PROPERTY ON DISSOLUTION**

In the event of dissolution, residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

**ARTICLE EIGHT
BYLAWS**

Bylaws will be subsequently adopted. The Bylaws may be amended or repealed, in whole or in part, in the manner provided in the Bylaws.

**ARTICLE NINE
BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be elected as set forth in the Bylaws.

**ARTICLE TEN
OFFICERS**

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other Officers and assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

**ARTICLE ELEVEN
AMENDMENTS TO ARTICLES**

The Corporation reserves the right to amend, repeal or modify any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. Any amendment of these Articles must be adopted by a majority of the Board of Directors present at a meeting at which notice of the subject of such proposed action has been given in accordance with the Bylaws.

**ARTICLE TWELVE
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

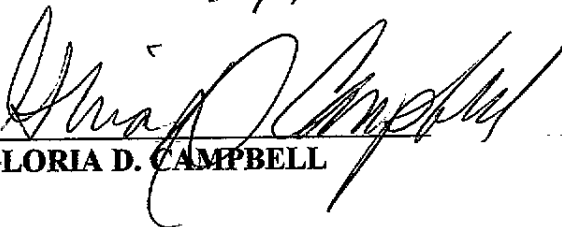
The street address of the Registered Office of the Corporation is **25400 US 19 NORTH, #160, CLEARWATER, FLORIDA 33763**, and the name of its Registered Agent at this address is Gloria D. Campbell.

**ARTICLE THIRTEEN
INCORPORATORS**

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
1) Gloria D. Campbell	1077 Weathersfield Drive Dunedin, Florida 34698

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not for profit Corporation under the Laws of Florida, have executed these Articles of Incorporation on Sept 30, 2000.


GLORIA D. CAMPBELL

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
ALPHA TECHNOLOGY GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT - 2 AM 9:35

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1. The name of the corporation is: **ALPHA TECHNOLOGY GROUP, INC.**
2. The name and address of the registered agent and office is:

Gloria D. Campbell

25400 US 19 NORTH, #160

CLEARWATER, FLORIDA 33763

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Name: GLORIDA D. CAMPBELL

Signature

Date: Sept 30, 2000