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LEONARD ALTERMAN

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January 27, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

FILED
2000 JAN 31 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: A.L.F.A. Networking, Inc.

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-01/31/00--01116--003
*****78.75 *****78.75

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of A.L.F.A. NETWORKING, INC. Also enclosed is a check in the amount of \$78.75 as payment for the following amounts:

- \$35.00 - Filing Fee
- 8.75 - Certified Copy
- 35.00 - Resident Agent Designation

I would appreciate your returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,



Leonard Alterman

LA/bjw
Enclosures
cc: James A. Forrest w/ Encl.

Bette Woodford _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT VIII
DATE 2-3-00
DOC. EXAM cat

A. Howell FEB 3 2000

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2000 JAN 31 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A.L.F.A. Networking, Inc.

The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be A.L.F.A. Networking, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 11431 Motor Yacht Circle North, Jacksonville, Florida 32225.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of signing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent: Leonard M. Alterman
Address: 9116 Cypress Green Drive, #207
Jacksonville, FL 32256

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number

of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

FREDERICK J. ALTERMAN
9647 Wexford Road
Jacksonville, FL 32257

JAMES A. FORREST
8814 Runnymede Road
Jacksonville, FL 32257

PETER E. ADAMO
11431 Motor Yacht Circle North
Jacksonville, FL 32225

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

JAMES A. FORREST
8814 Runnymede Road
Jacksonville, FL 32257

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this the 27th day of January, 2000.

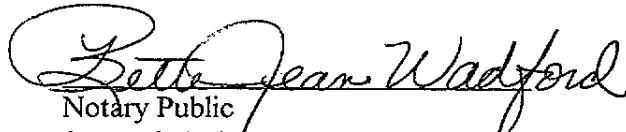


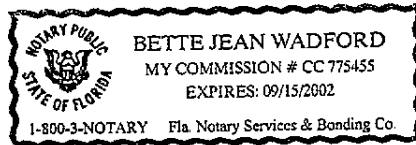
JAMES A. FORREST

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared JAMES A. FORREST, who executed the foregoing Articles of Incorporation, that he executed the same for the purposes therein expressed, who is personally known to me (or) _____ who has produced Florida Driver's License No. _____, as identification, and who _____ did did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 27th day of January, 2000.


Notary Public
State of Florida at Large
My Commission expires:



FILED

2000 JAN 31 AM 10: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LEONARD M. ALTERMAN

Date 1-27-00