

MJC

MICHAEL J. COOPER

ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

PO0000044941

May 2, 2000

Florida Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

000003237320--1
-05/03/00--01081--027
*****78.75 *****78.75

RE: **Allicas, Inc.**

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00

TOTAL:

\$ 78.75

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,

LAW OFFICE OF MICHAEL J. COOPER, P.A.

By: Robin White
Robin White, Legal Assistant

RRW/
Enclosures

XC: Mr. Pat Casalapro

C:\GENERAL\CLIENTS\ALLICAS.COR\RRW

Client advised of connection

FILED
MAY -3 PM 12:14
CLERK OF COURT

PROCESSED MAY - 5 2000

**ARTICLES OF INCORPORATION
OF
ALLICAS, INC.**

FILED
00 MAY -3 PM 12:14
TALLAHASSEE
FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **ALLICAS, INC.** with a principal office and mailing address of 1101 West North Blvd., Leesburg, FL 34748.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 1101 West North Blvd., Leesburg, FL 34748. The name of its initial Registered Agent is MICHAEL J. COOPER, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

PASQUALE A. CASALASPRO

*1101 West North Blvd
Leesburg, FL 34748*

JOAN CASALASPRO

*19 Banyan Track
Ocala, FL 34742*

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

PASQUALE A. CASALASPRO

*1101 West North Blvd
Leesburg, FL 34748*

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned persons at Ocala, Marion County, Florida, on this the 2ND day of May, 2000.


PASQUALE A. CASALASPRO, Incorporator

I, MICHAEL J. COOPER, ESQUIRE, accept the office of Registered Agent. I am located at 321 NW Third Avenue, Ocala, FL 34475, the registered office of this corporation.

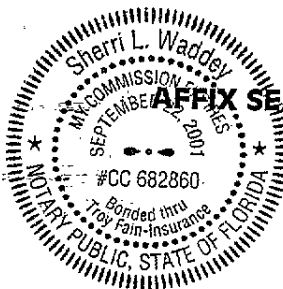
MICHAEL J. COOPER, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and acknowledged before me this 2nd day of May, 2000, by **PASQUALE A. CASALASPRO**, as Incorporator who:

- A) Is personally known to me; and
B) Did take an oath.

Sherri L. Waddey
Signature of Notary Public
Print Name: SHERRI L. WADDEY



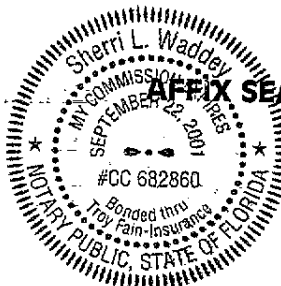
AFFIX SEAL/EXPIRATION DATE:

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and acknowledged before me this 2nd day of May, 2000, by **MICHAEL J. COOPER**, as Registered Agent, who:

- A) Is personally known to me; and
B) Did take an oath.

Sherri L. Waddey
Signature of Notary Public
Print Name: SHERRI L. WADDEY



AFFIX SEAL/EXPIRATION DATE: