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April 30, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for Alliance Business Exchange, Inc., as well as a copy for a new filing. Additionally enclosed is my check in the amount of \$ 78.75 for the applicable fees.

Please return the documentation to the following address:

15761 Turnberry Drive
Miami Lakes, FL 33014

If there is anything further that you require of me, I can be contacted at the above phone numbers or 954 873-9639. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert A. Serrone'.

Robert A. Serrone, Esq.

FILED
00 MAY - 5 PM 3:58
TALLAHASSEE, FLORIDA

D. BROWN MAY - 9 2000

VR®Has Sold More Businesses In North America Than Anyone

ARTICLES OF INCORPORATION
OF
ALLIANCE BUSINESS EXCHANGE, INC.

FILED
00 MAY -5 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves into a corporation pursuant to the provisions of the laws of the State of Florida, providing the formation of corporations for profit, and the purposes and with powers hereinafter mentioned; and to that end, we do by this Certificate set forth:

ARTICLE I
NAME

The name of the corporation shall be: **ALLIANCE BUSINESS EXCHANGE, INC.**

ARTICLE II
NATURE OF BUSINESS

This corporation may also engage or interact in any or all lawful activities or business permitted under the laws of the United State, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is initially authorized to have outstanding at any one time is 1200 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE V
BOARD OF DIRECTORS

There shall be no Board of Directors. The shareholders shall manage the corporation.

ARTICLE VI
ADDRESS

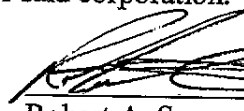
The address of the principle office of the corporation in the State of Florida is:

13978 SW 43rd Street
Davie, FL 33330

The shareholders may from time to time move the principal office to any other address in Florida and it may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary or desirable. Said corporation shall have the power to conduct its business outside the State of Florida, or in any or all the states and territories of the United States, including the District of Columbia and in any or all foreign countries and may have one or more offices in any such locations.

ARTICLE VII
REGISTERED AGENT

The name of the initial registered agent of the corporation is Robert A. Serrone, Esq., whose address is 13978 SW 43rd Street, Davie, FL 33330. I am familiar with and hereby accept the duties and responsibilities of registered agent for said corporation.


Robert A. Serrone, Esq.

FILED
00 MAY -5 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
SUBSCRIBERS

Robert A. Serrone	1200 shares	264-35-0356
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ARTICLE IV
OFFICERS

The officers of the corporation shall hold office for the first year of the corporation's existence, subject to the by-laws of the corporation and the laws of the State of Florida. The names and addresses of the officers are as follows:

Robert A. Serrone	13978 SW 43 rd Street Davie, FL 33330	President/ Secretary
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ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders, at a shareholder's meeting, by majority of the stock entitled to vote thereon.


Robert A. Serrone
Incorporator