

HACKLEY, BERNSTEIN & OSBERG-BRAUN, P.L.

IMMIGRATION, NAT. CONSUL. LAW

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M. Keil Hackley*
Roger A. Bernstein**
Linda Osberg-Braun***

Summer Hackley**
Robert A. Serrone**

Michael Braun
Investigator

Respond to:

Lakeside Office Center
600 N. Pine Island Road
Suite 450
Plantation, FL 33324

*Md. & D.C. Bars
**Florida Bar
***Florida & Pa. Bars

December 7, 2000

Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

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 our check in the amount of \$ 78.75 for the applicable fees.

Please return any documentation to the following address:

Hackley, Bernsein & Osberg-Braun, P.L.
600 N Pine Island Road, Suite 450
Plantation, FL 33124

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

Very truly yours,



Robert A. Serrone, Esq.

Robert Serrone GAVE
AUTHORIZATION BY PHONE TO
CORRECT Zip Codes (1647)
DATE 12/15/00
DOC. EXAM cf

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 11 PM 12:48

cf 12/15/00

ARTICLES OF INCORPORATION

OF

MORELI FOODS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 11 PM 12:48

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: **MORELI FOODS, 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 1000 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.

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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:

1320 S Dixie Highway
Suite 840
Miami, FL 33146

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., Hackley, Bernstein & Osberg-Braun, P.L., whose address is 600 N Pine Island Road, Suite 450, Plantation, FL 33324. I am familiar with and hereby accept the duties and responsibilities of registered agent for said corporation.


Robert A. Serrone, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE VIII

SUBSCRIBERS

Morhange Elizee

1000 shares

591-33-8818

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:

Morange Elizee

1643 Brickell Avenue
Suite 2204
Miami, FL 33129

President /Treasurer

Marie Felixe Elizee

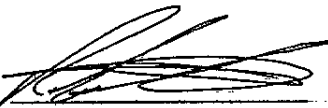
1643 Brickell Avenue
Suite 2201
Miami, FL 33129

V. President/Secretary

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