

*Robert C. Cohen, P.A.*  
CERTIFIED PUBLIC ACCOUNTANT

301 S. Milwee Street  
Longwood, FL 32750

Telephone (407) 260-1144  
Telefax (407) 331-3431

PO1000043715

April 26, 2001

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

Re: A.L.L., Inc.


300004091733--5  
-04/30/01--01099--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Enclosed please find the Articles of Incorporation of A.L.L., Inc., and a check in the amount of \$78.75 for the fees which include a certified copy.

Thank you for your assistance.

Sincerely,



Robert C. Cohen

Enclosures

FILED  
01 APR 30 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 1 2001

(3)

**ARTICLES OF INCORPORATION  
OF  
A.L.L., INC.**

**ARTICLE I - NAME**

The name of this corporation is A.L.L., Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 301 S. Milwee St., Longwood, Fl. 32750 and may be changed and a principal office established and/or relocated without amending these Articles of Incorporation.

**ARTICLE III - PURPOSE**

This corporation is organized for the purposes of conducting any and all lawful business transactions in Florida, the United States and throughout the world.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 301 S. Milwee St., Longwood, Fl. 32750 and the name of the initial Registered Agent of this corporation is Robert C. Cohen.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of voting Common Stock having a Par Value of \$1 per share.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is Robert C. Cohen, 301 S. Milwee St, Longwood, Florida 32750.

**ARTICLE VII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**VIII - PREEMPTIVE RIGHTS**

The shareholders of this corporation shall be, and are hereby vested with, preemptive rights as to their shareholdings in this corporation.


**FILED**  
**01 APR 30 PM 3:54**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Articles of Incorporation of A.L.L., Inc.

ARTICLE IX - AMENDMENTS

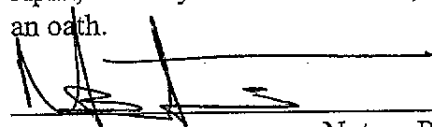
These Articles of Incorporation may be amended at any time as provided for in the Bylaws as long as any amendments are approved by the holders of a majority of the voting Common Stock of the corporation, with each shareholder entitled to one vote per share held.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of April, 2001.

  
Robert C. Cohen  
301 S. Milwee Street  
Longwood, Florida 32750

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation were acknowledged before me this 26 day of April, 2001 by Robert C. Cohen, who is personally known to me and who did (not) take an oath.

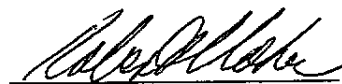
  
\_\_\_\_\_, Notary Public  
My Commission Expires: 08/26/03



Melvyn S. Bernstein  
Commission # CG 866362  
Expires Aug. 26, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTED BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent of A.L.L., Inc., hereby accepts such appointment this 26 day of April and states that he is familiar with, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
Robert C. Cohen