

Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 791-3109

**FLORIDA PROFIT CORPORATION OR P.A.**

**B ALERT, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

B ALERT, INC.

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:

B ALERT, INC.

ARTICLE II.  
MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address and principal address is:

411 N.W. 10th Terrace  
Hallandale, Florida 33009

ARTICLE III.  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.  
CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Barry S. Schinder, Esq.  
c/o Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.  
1946 Tyler Street  
Hollywood, FL 33020

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of each member of the first Board of Directors is:

| <u>Name</u>     | <u>Address</u>                                     |
|-----------------|--|
| Scott Polycarpo | 411 N.W. 10th Terrace<br>Hallandale, Florida 33009 |

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

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ARTICLE VIII.  
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator


Address

Scott Polycarpo

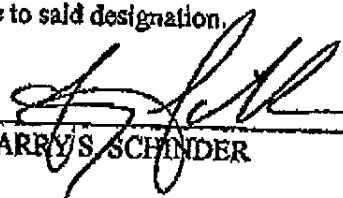
411 N.W. 10th Terrace  
Hallandale, Florida 33009

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Dated: 05-02-01

  
SCOTT POLYCARPO

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
BARRY S. SCHINDER

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