

P010000056151

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

FILED
01 JUN - 1 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation Papers
Alliston's, Inc.

Enclosed please find one original and one duplicate set
of incorporation papers for Alliston's, Inc. The filing
fee is also enclosed.

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-06/01/01 --01039--005
*****70.00 *****70.00

Sincerely,

Michael Alliston
Registered Agent

ALLISTONS, INC.
3449 COVE COURT
MELBOURNE, FL 32935

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
Alliston's, Inc.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation is Alliston's, Inc.

ARTICLE II

The Corporation shall commence upon the filing of these articles, and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in delivery services, to provide additional wholesale or retail services to businesses and/or individuals, and to engage in any business activity lawful under the Laws of the State of Florida or the United States of America.

ARTICLE IV

The Corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock, valued at \$1 Par. The shares of the Corporation are not to be divided into classes, except by majority vote of the Board of Directors.

This Corporation is not authorized to issue shares in series.

ARTICLE V

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which the Stock is offered to others.

ARTICLE VI

The initial street address of the Corporation's principal place of business is 3449 Cove Court, Melbourne, Florida, 32935.

ARTICLE VII

The initial Board of Directors of the Corporation shall consist of two (2) directors. The number of Directors may either be increased or decreased from time to time by the By-Laws, but may never be less than one (1) director. The name and address of the persons who shall serve as Directors until the first Annual Meeting of the Board of Directors is as follows:

**Michael Alliston
Nancy Alliston
3449 Cove Court
Melbourne, FL 32935**

ARTICLE VIII

The Shareholders of Alliston's Inc. shall be allowed to vote their shares cumulatively so as to give one Board of Directors candidate as many votes as the number of Directors to be elected multiplied by the number of shares. Notice must then be given to the President of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of the Shareholders' Meeting for the election of Directors, that the said Shareholder intends to accumulate his vote.

ARTICLE IX

The name and address of the Initial Incorporator is: Michael Alliston, 3449 Cove Court, Melbourne, FL, 32935.

ARTICLE X

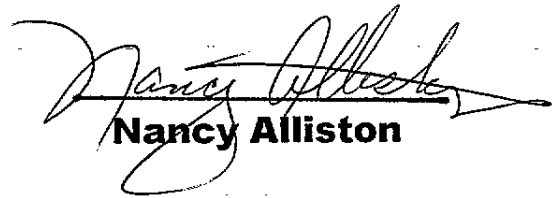
The Shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when and if proposed at a Shareholders' Meeting, with not less than a majority of the vote of the common stock.

ARTICLE XI

The members of the Board of Directors who are asserting that these Articles of Incorporation are the legal will of at least a majority of the Board of Directors are signified below:

A handwritten signature in cursive script, appearing to read "Michael Alliston", written over a horizontal line.

Michael Alliston

A handwritten signature in cursive script, appearing to read "Nancy Alliston", written over a horizontal line.

Nancy Alliston

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**REGISTERED AGENT
FOR
ALLISTON'S INC.**

The name and address of the Registered Agent for Alliston's Inc. is as follows:

**Michael Alliston
3449 Cove Court
Melbourne, FL 32935**

Under the mandate of Florida Statutes requiring a Registered Agent for a Florida Corporation, I hereby accept the responsibilities to act as Registered Agent on behalf of Alliston's Inc. for all matters relevant to the State of Florida.

Michael Alliston

Michael Alliston

5/30/01

Date