

**SCHNEIDER
& HEFFNER**
Attorneys at Law

Harvey R. Schneider
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Telephone: 561-241-5551
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May 16, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Alliance Companies Group, Inc.

To Whom It May Concern,

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for the above referenced corporation together with our check in the amount of \$70.00 representing the required filing and registered agent fees. We are enclosing a SASE for you to use in returning to us the Department's letter indicating the document number and filing date along with the copy of the Articles marked "Filed" noting the date and time.

Please give me a call should you have any questions regarding the enclosures or these instructions. Thank you for your assistance in this matter.

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-05/22/01--01097-007
*****70.00 *****70.00

Very Truly Yours,
SCHNEIDER & HEFFNER

By: 
Harvey Schneider, Esq.

cc: Rick Abdallah via fax to 558-0262

Ryan Albregts via fax to 305-258-5651

FILED
01 JUN -7 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W01-12270~~
~~PS 5/30/01~~
PS 6/7/01 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 30, 2001

SCHNEIDER & HEFFNER, ESQ.
1900 NW CORPORATE BLVD, SUITE 301-W BLDG
BOCA RATON, FL 33431

SUBJECT: ALLIANCE COMPANIES GROUP, INC.
Ref. Number: W01000012270

We have received your document for ALLIANCE COMPANIES GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 601A00032968

ARTICLES OF INCORPORATION
OF
ALLIANCE COMPANIES GROUP, INC.

FILED
01 JUN -7 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Alliance Companies Group, Inc.

ARTICLE II

The principal office and mailing address of the corporation is 22484 Middletown Road, Boca Raton Florida 33428.

ARTICLE III

The authorized stock shall consist of twenty million (20,000,000) shares of common voting stock of \$0.01 par value for each share. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution, the shareholders shall be entitled to the net assets of the corporation as provided by law.

ARTICLE IV

The name of the initial registered agent of the corporation is Harvey Schneider, Esq. and the street address of the initial registered office of the corporation is 1900 NW Corporate Boulevard, Suite 301 West, Boca Raton, Florida 33431.

ARTICLE V

The names and address of the Incorporator is Harvey Schneider, 1900 NW Corporate Blvd., Suite 301 West, Boca Raton, Florida 33431.

ARTICLE VI

The power to adopt the initial by-laws shall be vested in the initial Board of Directors.

ARTICLE VII

The general purpose of the corporation shall be to provide and/or perform general construction services, however the corporation shall be authorized to transact any lawful business and shall be entitled to exercise all of the powers provided by law.

ARTICLE VIII


The corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE IX

Pre-emptive rights of shareholders may either be provided for in the by-laws or by resolution of the Board of Directors.

Dated this 16th day of May, 2001.

INCORPORATOR:

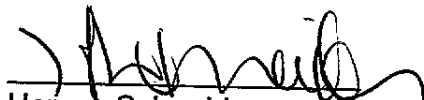

Harvey Schneider

ACCEPTANCE BY REGISTERED AGENT:

The undersigned states that he is familiar with and does hereby accept and agree to abide by all of the obligations of acting and performing as Registered Agent for the corporation as required by law.

Dated this 16th day of May, 2001

REGISTERED AGENT:


Harvey Schneider

PREPARED BY:
HARVEY SCHNEIDER, ESQ.
Florida Bar No.: 240508
SCHNEIDER & HEFFNER
1900 NW Corporate Boulevard
Suite 301 West
Boca Raton, Florida 33431
(561) 241-5551

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TALLAHASSEE, FLORIDA

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