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June 6, 2001

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*****78.75 *****78.75

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

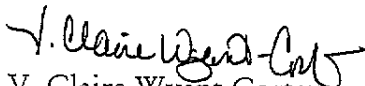
Re: Articles of Incorporation for ALPHA CORPS, INC.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for ALPHA CORPS, INC. along with a check for your filing fee and fee for a certified copy in the amount of \$78.75. Please forward the certified copy to the above letterhead address.

I appreciate your cooperation in this matter. Please feel free to contact me should you have any questions or concerns.

Sincerely,


V. Claire Wyant-Cortez

Encls.

D. WHITE JUN 13 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ALPHA CORPS, INC.**

[ONE CLASS OF STOCK]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is ALPHA CORPS, INC. with its principle place of business being 4361 Appian Way, Greenacres, FL 33463.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 1 director whose name and address is as follows:

Larry C. Thyng
4361 Appian Way
Greenacres, FL 33463

ARTICLE XI

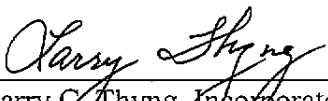
The initial registered agent of the corporation is V. Claire Wyant-Cortez, Esquire. The street address of the corporation's initial registered office is 11832 Prosperity Farms Road, Suite 124, Palm Beach Gardens, FL 33410.

ARTICLE XII

The name and address of the incorporator of the corporation is Larry C. Thyng, 4361 Appian Way, Greenacres, FL 33463.

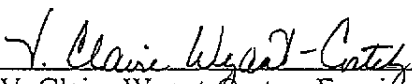
In Witness whereof, the undersigned being the sole incorporator of said corporation executes these articles of incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated: June 6, 2001.



Larry C. Thyng, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



V. Claire Wyant-Cortez, Esquire, Registered Agent

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