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Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

EFFECTIVE DATE

01/29/02

January 29, 2002

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

VIA REGULAR MAIL

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

Re: Articles of Incorporation of Alinean Holdings, Inc.

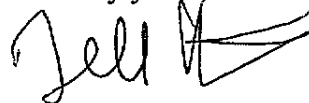
Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Alinean Holdings, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before February 8, 2002.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

FILED
02 JAN 31 AM 9:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

WPWjr/ddd

Enclosures

cc: Thomas Pisello

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Ps 2/6/02

ARTICLES OF INCORPORATION

OF

ALINEAN HOLDINGS, INC.

FILED

02 JAN 31 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE

01/29/02

The name of this Corporation shall be ALINEAN HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1627 Mizell Avenue, Winter Park, Florida 32789.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of One Hundredth of one cent (\$.0001) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address


William P. Weatherford, Jr.

1031 W. Morse Blvd., Suite 105
Winter Park, Florida 32789

ARTICLE VII - INDEMNIFICATION

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


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 29 day of January, 2002.



William P. Weatherford, Jr.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____


William P. Weatherford, Jr.

Date: _____

1/29/02

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02 JAN 31 AM 9:07
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TALLAHASSEE, FLORIDA