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Law Offices of

RICHARD SPICE WHEELER, ESQ.

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March 13, 2002

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

FILED
2002 MAR 15 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: ALLY VENTURES, INC.

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$87.50 representing the fees for filing and for a certified copy.

Also enclosed is the original and one copy of the Certificate Designating Registered Agent signed by the corporation and accepted by the Registered Agent.

Thank you for your assistance in this matter.

Sincerely,



Richard S. Wheeler

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Richard Spice Wheeler, B.A., J.D.

Admitted to practice in state and federal courts in New York, the District of Columbia and Florida and the U.S. Tax Court

Curtis L. O'Neal, M.B.A., J.D.
Legal Assistant

g 3/21/02

**ARTICLES OF INCORPORATION
OF
ALLY VENTURES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this corporation is ALLY VENTURES, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of common stock having no par value, which shall be designated as "Common Shares."

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS;
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of the Corporation is 4630 S. Kirkman Road, Suite 232, Orlando, FL 32811. The initial registered office of the Corporation is 2265 Lee Road, Suite 103, Winter Park, Florida 32789 and the name of the initial registered agent of the Corporation at that address is RICHARD SPICE WHEELER, ESQ.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall have an initial Board of Directors consisting of two (2) Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall

never be less than one (1) Director nor more than five (5) Directors.

ARTICLE VII
INCORPORATORS

The name and address of the Incorporator signing these Articles is RICHARD SPICE WHEELER, ESQ.,
2265 Lee Road, Suite 103, Winter Park, Florida 32789.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the Corporation to the fullest extent permitted by law.

ARTICLE IX
AMENDMENT

The Corporation reserves the right to amend or repeal any provision of these Articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 13th day of March, 2002.



Richard Spice Wheeler, as Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

2002 MAR 15 AM 10: 27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted,

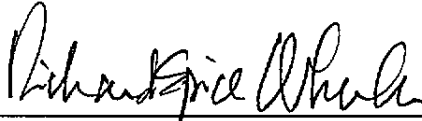
ALLY VENTURES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 4630 S. Kirkman Road, Suite 232, Orlando, FL 32811, has named RICHARD SPICE WHEELER, ESQ., located at 2265 Lee Road, Suite 103, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

Dated this 13th day of March, 2002.



Richard Spice Wheeler, as Incorporator

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Richard Spice Wheeler, as Registered Agent