

Division of Corporations

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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : MIDLAND ENTERPRISES, INC./PARALEGAL ASSOCIATES
Account Number : T19990000034
Phone : (954)565-7723
Fax Number : (954)568-6771

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02 MAY 21 PM 12:16
DIVISION OF CORPORATIONS

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KATHERINE HARRIS
TALLAHASSEE, FLORIDA

BASIC AMENDMENT
ALPHA AFFILIATES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

AMEND
[Handwritten initials]

521

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ALPHA AFFILIATES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE TWO PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 101 North State Road 7 suite # 117, Margate, Florida 33063

ARTICLE FOUR INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent will be Ron Alfieri of 101 North State Road 7 suite # 117, Margate, Florida 33063

ARTICLE FIVE INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: Ron Alfieri of 101 North State Road 7 suite # 117, Margate, Florida 33063

ARTICLE SIX DIRECTORS

The number of directors constituting the initial board of directors is one and the name and address of the person or persons who are to serve as Director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Name	Mailing Address
Ron Alfieri	101 North State Road 7 Suite #117, Margate, Florida 33063

SECOND: The date of each amendment's adoption: May 17th, 2002.

THIRD: Adoption of Amendment(s):

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/ere approved by the shareholders through voting groups. The number of votes cast for the amendment(s) was/were sufficient for approval by

_____ (voting group)

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The amendments were approved by the board of Directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of MAY, 2002

Signature R. Alfieck RON ALFIECK
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a Director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporators)

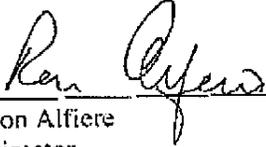
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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : **ALPHA AFFILIATES, INC.**
2. The mailing address of the corporation : 101 North State Road 7, Margate, Florida 33063 Suite # 117
3. Date of incorporation/qualification: May 10, 2002 Document number:P02000051901
4. The name and address of the current registered agent and office: Ron Alfieri - 101 North State Road 7, Margate, Florida 33063
5. The name and address of the new registered office: 101 North State Road 7, Margate, Florida 33063 Suite #117.

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



Ron Alfieri
Director

5/20/02

(Date)