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**PINELLAS TAX & ACCOUNTING SERVICE INC.**

152 8th Avenue SW  
Suite B-1  
Largo, Florida 33770  
(727) 581-5557  
Fax 581-5305  
PinTax@TampaBay.rr.com

RECEIVED DATE  
10/15/02

October 7, 2002

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

**FLORIDA DEPARTMENT OF STATE**

Division of Corporations

**New Filing Section**

P O Box 6327

Tallahassee FL 32314-6327

Dear Division of Corporations:

Enclosed is an application for Mr. Armand V. Fournier and check number 50554 for \$87.50 made payable to the Department of State.

Please send me the completed Articles of Incorporation for **ALPHA INCENTIVES, INC.** to my attention at the above address.

If you have any questions regarding this application, please call. Thank you for your anticipated cooperation.

Sincerely,

*William K. Herkert III*

William K. Herkert III  
President

cc: Mr. Armand V. Fournier

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

ARTICLE I. NAME

The name of the corporation is Alpha Incentives, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

The Corporation's existence shall commence on October 15, 2002. The Corporation's  
duration shall be perpetual.

ARTICLE III. PURPOSE

The Corporation is being formed for the purposes of engaging in the transaction of any  
and all business activities permitted under the laws of Florida and the United States of  
America.

ARTICLE IV. CAPITAL STOCK

The Corporation shall have the authority to issue one thousand (1,000) shares of common  
capital stock with a par value of \$1.00 per share.

Prepared by:  
Pinellas Tax & Accounting Service  
152 8<sup>th</sup> Avenue SW  
Suite B-1  
Largo, FL 33770  
Tel. 727-581-5557

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10/15/02

#### ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1).  
The number of directors may be increased or decreased from time to time, as provided in  
this corporation's bylaws, but shall never be less than one (1).

#### ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any  
former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of the Corporation's initial registered office and Corporation's mailing  
address is:

2515 High Oaks Lane

Lutz, FL 33549

The name of the individual who shall serve as the Corporation's initial registered agent at  
that address is: Armand V. Fournier

#### ARTICLE VIII. INCORPORATOR

The name and address of the Corporation's incorporator is:

Armand V. Fournier

2515 High Oaks Lane

Lutz, FL 33549

813-624-4264

#### ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

#### ARTICLE X. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.

#### ARTICLE XI. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

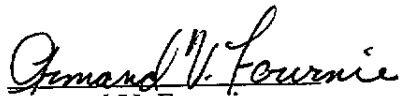
The undersigned has executed these Articles of Incorporation  
on this 8<sup>th</sup> day of Oct., 2002.

Armand V. Fournier

Armand V. Fournier, Incorporator

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Alpha Incentives, Inc. I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Alpha Incentives, Inc. I am familiar with and accept the obligations provided for under Florida law.

  
Armand V. Fournier  
Registered Agent

Dated 10/8/02

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS