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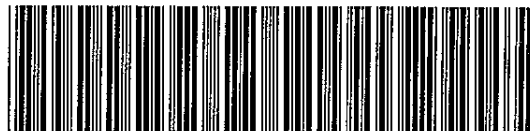
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

LAW OFFICES OF
KENNETH F. CLAUSSEN

MERRICK PLAZA, SUITE 301
2199 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-8807
FACSIMILE (305) 444-0487
E-MAIL kclausse@bellsouth.net

February 27, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Althethrop of Florida

Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation for Althethrop of Florida, Inc. for filing. Also enclosed please find a check in the amount of \$78.75 for filing fees. Please return a certified copy to me.

Thank you.

Sincerely,



Kenneth F. Claussen

KFC/ep
Enclosure

ARTICLES OF INCORPORATION

OF

ALTHETROP OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is Althetrop of Florida, Inc.

Article II - Duration

This corporation is to commence its corporate existence on the date of filing these articles and shall exist perpetually thereafter until dissolved according to law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any and all lawful business.

Article IV - Stated Capital

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for consideration, having a value not less than the par value of the shares, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration has been paid. Thereafter, the shares shall be deemed to be fully paid and non-assessable.

Article V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of its board of directors.

Any and all powers and duties conferred to or imposed on the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to the extent and by the person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the shareholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Didier Bercot	306 N.E. 141 Street North Miami, Florida 33161

Article VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

Article VII - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors or the shareholders, but the board of directors may not alter, amend or repeal any by-law adopted by the shareholders if the shareholders provided that the by-laws shall not be altered, amended or repealed by the board of directors.

Article VIII - Incorporator

The name and address of the incorporator to these articles are:

Name

Address

Didier Bercot

306 N.E. 141 Street
North Miami, Florida 33161

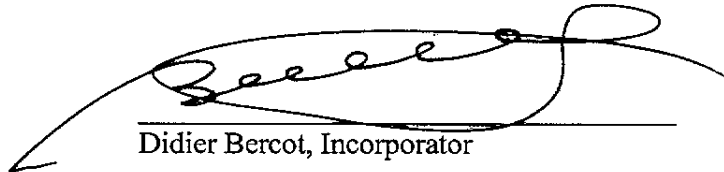
Article IX - Initial Principal Office

The mailing address and street address of the initial principal office of the corporation is
306 N.E. 141 Street, North Miami, Florida 33161.

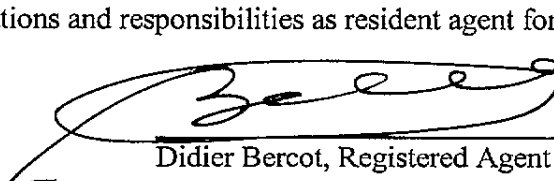
Article X - Initial Registered Office and Agent

The street address of the principal and registered office of the corporation is 306 N.E. 141 Street, North Miami, Florida 33161, and the name of the initial registered agent of the corporation at that address is Didier Bercot.

IN WITNESS WHEREOF, the subscriber has executed these articles this 26 day of February 2003.


Didier Bercot, Incorporator

I hereby accept the appointment as resident agent for the corporation and state that I am familiar with and accept the duties, obligations and responsibilities as resident agent for the corporation.


Didier Bercot, Registered Agent

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TALLAHASSEE FLORIDA