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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 373-7718

FLORIDA PROFIT CORPORATION OR P.A.
INVESTMENT BANKER'S ALLIANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL - 2 AM 9:26

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Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

TS 7/3/03



DEPARTMENT OF FINANCIAL SERVICES

June 26, 2003

Ms. Jan Rhodes
3750 Gunn Highway 3B
Tampa, Florida 33624

Dear Ms. Rhodes:

Re: Investment Banker's Alliance, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company.

The office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity", is written over a horizontal line.

Linda B. Charity
Deputy Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

William T. Sims, Bureau of Finance Regulation

H03-224890

Articles of Incorporation

Article 1: Name of Corporation: **INVESTMENT BANKER'S ALLIANCE, INC.**

Address of Corporation: **3750 GUNN HWY, STE 3B
TAMPA, FL. 33624**

Article 2: Capital Stock: The number of shares which the corporation has authorized to be outstanding at any one time is **1,000**, with a par value of **0**.

Article 3: REGISTERED AGENT: **LUIS CHANGSUT**

REGISTERED OFFICE: **3750 GUNN HWY, STE 3B
TAMPA, FL. 33624**

*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.



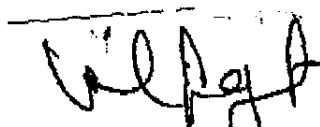
Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, Second is Vice President, then Secretary/Treasurer.

1. **KEITH LUTZ, 3750 GUNN HWY, STE 3B, TAMPA, FL. 33624**
2. **JAN RHODES, 3750 GUNN HWY, STE 3B, TAMPA, FL. 33624**
3. **LUIS CHANGSUT, 3750 GUNN HWY, STE 3B, TAMPA, FL. 33624**

Article 5: The NAME and ADDRESS of the INCORPORATOR is:
**LUIS CHANGSUT
3750 GUNN HWY, STE 3B
TAMPA, FL. 33624**

In witness whereof, I have subscribed my name:



Signature of Incorporator

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