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FLORIDA PROFIT CORPORATION OR P.A.

ales real estateholdings, inc.

Certificate of Status	0
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FILED
03 NOV -5 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

HUBBARD 311141
ARTICLES OF INCORPORATION OF
ALES REAL ESTATE HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is *ALES Real Estate Holdings, Inc.*

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is J. Luis Quintana, and the street address of the initial registered office of this Corporation is 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is Pedro Alcantara and his initial mailing address is 101 Crandon Blvd. #474, Key Biscayne, Florida 33149.

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

H03000311141

QUINTANA & ASSOCIATES, P.A.
Attorneys & Counselors at Law
338 Atlantic Avenue, Coral Gables, Florida 33134

PAGE TWO OF ARTICLES OF INCORPORATION
OF ALES REAL ESTATE HOLDINGS, INC.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is J. Luis Quintana and his street address is 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 101 Crandon Blvd., #474, Key Biscayne, Florida 33149. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this November 5, 2003.


J. Luis Quintana

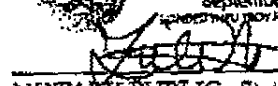
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of ALES Real Estate Holdings, INC. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this November 5, 2003.



MY COMMISSION # 00248136 EXPIRES
September 6, 2007
BONDED THROUGH FARM INSURANCE INC.



NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

TOTAL P.04

MUSOUU 31141


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.


First, that ALES Real Estate Holdings, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named J. Luis Quintana with a business address of 338 Minorca Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this November 5, 2003


J. Luis Quintana

SWORN TO AND SUBSCRIBED before me this November 5, 2003.

 Zulma Melcon
MY COMMISSION # 0024138 EXPIRES
September 8, 2007
NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

FILED
03 NOV -5 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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