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**FLORIDA PROFIT CORPORATION OR P.A.**

**ALLIANCE SALES & SERVICE, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
ALLIANCE SALES & SERVICE, INC.**

**THE UNDERSIGNED**, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**WITNESSETH:**

**ARTICLE I  
NAME**

The name of the Corporation is: **ALLIANCE SALES & SERVICE, INC.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business is to be located at 3336 Confetti Lane, Margate, Florida 33063.

**ARTICLE III  
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV  
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of \$0.01 par value common stock.

**ARTICLE VI  
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

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**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 100 SE 3<sup>rd</sup> Avenue, Suite 2500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of this Corporation at such address is J. SCOTT GUNN, ESQ.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the Corporation is:

Michael Patrick Phillips  
3336 Confetti Lane  
Margate, FL 33063

**ARTICLE IX**  
**INITIAL OFFICERS**

The initial officers of this Corporation are as follows:

President, Secretary - Michael Patrick Phillips

**ARTICLE X**  
**INCORPORATORS**

The name and address of the incorporator is:

J. Scott Gunn  
100 SE 3<sup>rd</sup> Avenue, Suite 2500  
Fort Lauderdale, Florida 33394

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.


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**ARTICLE XII**  
**LIMITATION ON SHAREHOLDER SUITS**

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 26<sup>th</sup> day of August 2004.

  
J. Scott Gunn, Incorporator  
100 SE 3<sup>rd</sup> Avenue, Suite 2500  
Ft. Lauderdale, Florida 33394

**DESIGNATION OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for ALLIANCE SALES & SERVICE, INC.

J. SCOTT GUNN, P.A.

By:   
J. Scott Gunn, Esq., President

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