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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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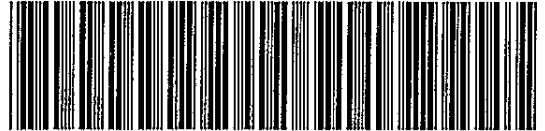
(Business Entity Name)

(Document Number)

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# CPA

American Institute of  
Certified Public Accountants

Florida Institute of  
Certified Public Accountants

**J.P. SPILLANE**, Certified Public Accountant  
12788 W. Forest Hill Blvd., Suite 2005  
Wellington, FL 33414  
Office (561) 790-1488  
Fax (561) 790-6830

September 23, 2004

Secretary of State  
Corporation Records Bureau  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation for ALTEL Real Estate Holdings, Inc.

Also please see enclosed check in the amount of \$70.00 to cover the costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call the number listed.

Thank You.

Sincerely,



J. P. Spillane, C. P. A.

JPS:wsk

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

ALTEL Real Estate Holdings, Inc.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred shares of common stock, of one dollar par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 6110 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33412

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Terence E. Lee  
Amelia L. Lee  
6110 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33412

ARTICLE VIII, INCORPORATORS

The names and addresses of the incorporators are:

Terence E. Lee  
Amelia L. Lee  
6110 Royal Palm Beach Blvd.  
Royal Palm Beach, FL 33412

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

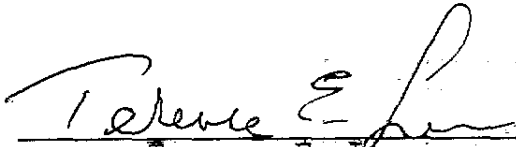
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

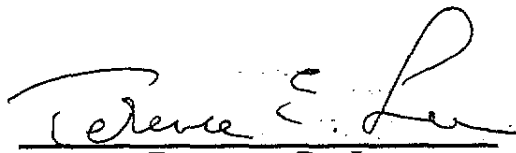
This corporation may be a sub-chapter S corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND OFFICE

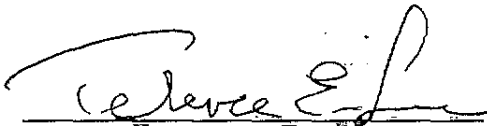
The Registered Agent, Terence E. Lee, accepts this position signed below:

  
Terence E. Lee

The registered office will be located at 6110 Royal Palm Beach Blvd., Royal Palm Beach, FL 33412.

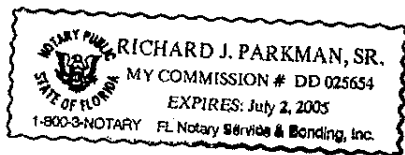
  
Terence E. Lee

In witness whereof, the undersigned, as subscribing incorporators, have hereinto set their hands and seals this 23rd day of September, 2004, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
Terence E. Lee

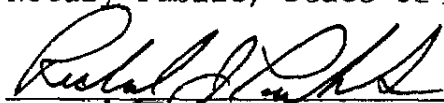
  
Amelia L. Lee

Sworn to and subscribed before me this 23rd day of September, 2004, by Terence E. Lee & Amelia L. Lee who are personally known to me or who produced a \_\_\_\_\_ as identification.



(Seal)

Notary Public, State of Florida

  
Richard J. Parkman, Sr.

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