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**FLORIDA PROFIT/NON PROFIT CORPORATION
ALPHA MALE ENTERPRISES, INC.**

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**ARTICLES OF INCORPORATION
OF
ALPHA MALE ENTERPRISES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation are:

**ALPHA MALE ENTERPRISES, INC.
348 NE 1st Avenue, Delray Beach, FL 33444**

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares that this Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares,

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and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholder's meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or Otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE VII - INITIAL OFFICE AND AGENT

The name and office address of this Corporation's registered agent in Florida are:

Sidney M. Moskin

348 NE 1st Avenue, Delray Beach, FL 33444

ARTICLE VIII - DIRECTORS

The number of Directors constituting the Initial Board of Directors of this Corporation is Three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Sidney M. Moskin, President	348 NE 1st Avenue, Delray Beach, FL 33444
Juergen A. Krauss, Vice President	348 NE 1st Avenue, Delray Beach, FL 33444
Horst Vollmann, Secretary/Treasurer	348 NE 1st Avenue, Delray Beach, FL 33444

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ARTICLE IX - INCORPORATOR

The name and address of the Incorporator are:

Name

Address

Sidney M. Moskin

348 NE 1st Avenue, Delray Beach, FL 33444

ARTICLE X - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

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