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ARTICLES OF INCORPORATION
OF

THE ALPHA LIST, INC.

Article I

CORPORATE NAME

The Name of this Corporation shall be: THE ALPHA LIST, INC.

Article II

NATURE OF CORPORATE BUSINESS

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

Article III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:
HOWARD L. KUKER
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156
(305) 665-4852
Fla. Bar No.: 137780

H9 500 0001078

H9 500 0001078

Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be: 2800 West Oakland Park Boulevard, Suite 204, Oakland Park, Florida 33309.

H9 500 0001078

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

NAME
HOWARD L. KUKER

ADDRESS
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name
DAVID SEGAL

Address
P.O. Box 1059, Hallandale,
Florida 33008

H9 500 0001078

WILLIAM SMITH

2880 West Oakland Park Boulevard,
Ste. 204, Oakland Park, FL 33409

The members of the first Board of Directors shall hold office until the first organizational meeting of the Shareholders and Directors of the Corporation.

Article VIII

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

MARIA T. LOPEZ


508 Dadeland Towers North
9200 So. Dadeland Boulevard
Miami, Florida 33156

Article IX

COMMENCEMENT DATE

Corporate existence will commence on the filing of these Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.



MARIA T. LOPEZ
9200 South Dadeland Blvd.
Suite #508
Miami, Florida 33156

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of January, 1995, by MARIA T. LOPEZ A, who is personally known to me and who did not take an oath.

Howard L. Kuker

NOTARY PUBLIC, STATE OF FLORIDA
NAME: HOWARD L. KUKER
my commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED:

Howard L. Kuker
HOWARD L. KUKER, REGISTERED AGENT

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P95000007162

OFFICE USE ONLY (Document #)

John M. Bernazzoli, Esq.
(Requestor's Name)
2734 Polk St., Ste. H
(Address)
Hollywood, Fl. 33020
(City, State, Zip) (Phone #)

OFFICE USE ONLY

95 JUN -9 PM 12:46
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

300001522183
-06/09/95--01065--007
*****70.00 *****35.00

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Chg.
6/27
JB

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: THE ALPHIA LIST, INC.

1a. Date of Incorporation January 27, 1995 Document number P95000007162

2. The name and address of the current registered agent and office:

Howard L. Kuker, 9200 So. Dadeland Boulevard, Suite 508, Miami, Florida 33156

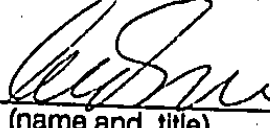
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Erwin L. Berman, 400 Leslie Drive, Hallandale, Florida 33009

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE


(name and title)

DATE June 1, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


(Registered Agent)

DATE June 1, 1995

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314 .

CR2E045 (7-90)

FILING FEE: \$35.00

FILED
95 JUN 9 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000007162

OFFICES
OF
JOHN M. BERNAZZOLI

2734 POLK STREET, SUITE H
HOLLYWOOD, FLORIDA 33020

TELEPHONE: (305) 923-9700

June 5, 1995

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600001509936
-06/09/95--01065--007
*****70.00 *****35.00

Re: The Alpha List, Inc.

Dear Sirs:

600001509936
-06/09/95--01065--009
*****5.00 *****5.00

Enclosed you will find an original and a copy of the Articles of Amendment to Articles of Incorporation and an original and a copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations. Also enclosed are two (2) checks totalling \$75.00 for the filing fee for each.

Could you please make the changes and return the stamped copy in the enclosed self addressed stamped envelope. If you have any questions, please contact me.

Very respectfully yours,

JOHN M. BERNAZZOLI, ESQ.

JMB:nbs
Enclosures

FILED
95 JUN -9 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

6/21

JB

600001509936
-06/09/95--01065--007
*****70.00 *****35.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE ALPHA LIST, INC.

FILED
95 JUN -9 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Article IV is amended to change the principal office and mailing address to: 410 East Hallandale Beach Boulevard, Suite 201, Hallandale, Florida 33009.

SEE ATTACHED SHEET

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 1, 1995

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

(continued)

CONTINUATION SHEET

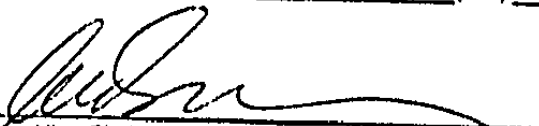
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
THE ALPHA LIST, INC.

FIRST:

Article VII is amended to change the names and addresses
of the Board of Directors to:

Erwin L. Berman, 400 Leslie Drive, Hallandale, Florida 33009
William Smith, 3111 Oakland Shores Drive, Oakland Park, FL 33309
Conrad Adelman, 19370 Collins Avenue, Miami, Florida 33160

Signed this 1 day of June, 19, 95.

By 
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
OR
(A director or incorporator if adopted by the directors or incorporators)

Erwin L. Berman

(Typed or printed name)

Director / Chairman of Board

(Title)