

P9500004/241

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY 25 PM 12:22

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Peter _____

WALK-IN 5:25 10pm
 WIK Pick Up

RE: Alvin V. Vetter, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> U.S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

95 MAY 25 PM 12:22

ARTICLES OF INCORPORATION
OF

ALVIN VALLEY, INC.

WE, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

Article I

NAME OF CORPORATION

The name of the corporation shall be:

ALVIN VALLEY, INC.

Article II

NATURE OF THE BUSINESS

THE general nature of the business to be transacted by this corporation is any activities permitted under the laws of the United States of America and the State of Florida.

TO manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

TO conduct business in, have one or more offices, in, and buy, hold mortgage, sell, convey or lease or otherwise dispose of real and personal property, including franchise, patents, copyrights,

trademarks, and licenses, in the State of Florida, and in all other states and countries.

TO contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure or corporate indebtedness as required.

TO purchase the corporate assets of any other corporation and engage in the same or other character of business.

TO guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by and other corporation of the State of Florida, or any other state of government, and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

CAPITAL STOCK

THE maximum number of shares of stock that the corporation is authorized to have outstanding at any time is: 100

ARTICLE IV

INITIAL CAPITAL

THE amount of capital with which this corporation will begin business is not less, than **five hundred dollars (\$500.00)**.

ARTICLE V

TERM OF EXISTENCE

THIS is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

THE initial street address in this state of the principal office of this corporation is: **3107 Commodore Plaza, Coconut Grove, Florida 33133**. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

THIS corporation shall have not less than **one (1)** director initially. The number of directors may be increased or diminished from time to time, by the stockholders.

ARTICLE VIII

INITIAL DIRECTORS

THE name and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ALVIN VALLEY President	3107 Commodore Plaza Coconut Grove, FL 33133
SCOTT ALBERT Vice President	3107 Commodore Plaza Coconut Grove, FL 33133

ARTICLE IX

SUBSCRIBERS

THE names and street addresses of the subscribers of these articles of Incorporation, the number of shares of stock which they agree to take, and the value of the consideration therefore are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
ALVIN VALLEY	3107 Commodore Plaza Coconut Grove, FL	50	\$1.00
SCOTT ALBERT	3107 Commodore Plaza Coconut Grove, FL	50	\$1.00

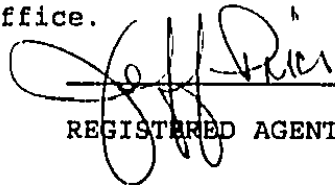
FILED
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ARTICLE X

REGISTERED AGENT

THE initial designation of the registered office of this corporation shall be: **1424 Ocean Drive, #103, Miami Beach, Florida 33139**, and the registered agent shall be: **JEFF PRICE**.

PURSUANT the Florida Statutes, section 607.164 having been named to accept process for the above stated corporation, at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

ARTICLE XI

AMENDMENT

THESE Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we the incorporators above named, have
hereunto set our hands and seals this 23rd day of May,
1995.

ALVIN VALLEY

SCOTT ALBERT

[Signature]
[Signature]