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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

ARTICLES OF INCORPORATION

OF

ALPHASTORE, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

ALPHASTORE, INC.

ARTICLE II

PURPOSE

The general nature of the business to transacted by this corporation shall be:

- A) To engage in any activities or business permitted under the laws of The United States and Florida.
- B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

PROGRESSIVE ACCOUNTING & CONSULTING SERVICES
833 North Highland Avenue
Suite 2A
Orlando, Florida 32803
(407) 872-5761

C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgement of the Board of Directors, for the purpose of the Corporations, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and issue in exchange therefore its own, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will rights, assets or liabilities of any person, firm, association or corporation carrying on any kind the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other States or territories of the United States, or in the District of Columbia and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered (a) through (j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any act or activity for which corporation may be organized under the General Corporation Act of the State of Florida.

ARTICLE III

DURATION

This Corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1000 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1897 S Kirkman Road, Apt. 414, Orlando, Florida 32811 and the name of the initial registered agent of this corporation at that address is Roberto C. Gomes.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The Name and address of the initial director are:

NAME	ADDRESS	SHARES
ROBERTO C. GOMES	1897 S. KIRKMAN RD. APT 414 ORLANDO, FL 32811	250 SHARES
MARCELO ABRILERI	CALCADA DAS FLORES 7 ALPHAVILLE, SP BRAZIL	250 SHARES
ALBERTO BAGGIANI	CALCADA DAS FLORES 7 ALPHAVILLE, SP BRAZIL	250 SHARES
JOSE CARLOS VELJOSO	6481 METRO WEST BLVD APT 915 ORLANDO, FL 32835	250 SHARES

ARTICLE VII
OFFICERS

The Corporation shall have a President, and may also have one or more additional Vice Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may be deemed necessary. All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:
Roberto C. Gomes - 1897 S. Kirkman Rd. - Apt. 414 - Orlando,
Florida 32811.

ARTICLE IX

AMENDMENTS

The corporation reserves the right to amend, alter, change, or
repeal any provisions contained in these Articles of Incorporation
in the manner now or hereafter prescribed by the Statutes, and all
rights conferred upon stockholders herein are granted subject to
this reservation.

ARTICLE X

PRINCIPAL OFFICE

At present, the principal office of the corporation is:
1897 S. Kirkman Rd. - Apt 414 - Orlando, Florida 32811.

INWITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 23 day of AUGUST,
1995.


Roberto C. Gomes

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

Before me, a Notary Public duly authorized to take acknowledgements in the state and county set forth above, personally appeared RUBERTO C. GOMES, known to me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 23 days of August, 1995.



NOTARY PUBLIC, State of Florida

My Commission Expires:



JOSE L. RAMOS
My Commission CC410177
Expires Oct. 25, 1998
Bonded by HAI
800-422-1555

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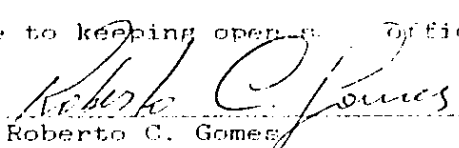
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR HOME OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

First that : Alphastore, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of ORANGE, State of Florida, has named Roberto C. Gomes located at 1897 S. Kirkman Rd., Apt 414, Orlando, Florida 32811, as its Registered Agent to accept service or process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open an Office.


Roberto C. Gomes
Registered Agent