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BJ'S BOOKKEEPING & TAX SERVICE

2080 Newfound Harbor Drive • Merritt Island, Florida 32952-2841 • Phone: (407) 453-6439

March 7, 1996

Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

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-03/11/96--01054--001
*****70.00 *****70.00

Dear Sirs:

Enclosed are the Articles of Incorporation for Alliances, Inc. with a check for \$70.00 to cover the Filing Fee and the Registered Agent Fee.

Please let me know when the Articles of Incorporation were filed and the assigned document number.

Sincerely,

Betty A. Hughes

Betty A. Hughes
Enclosure

DMC
3-14-96

FILED
96 MAR 11 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIANCES, INC.

FILED
96 MAR 11 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is **ALLIANCES, INC.**

ARTICLE II

The principal office of this Corporation is 5520 Rons Rd., Merritt Island, FL 32953-7245.

The registered office of this Corporation is 5520 Rons Rd., Merritt Island, FL 32953-7245.

ARTICLE III

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE IV

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common stock".

ARTICLE VI

Except as otherwise provided by law, the entire voting

power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VII

The name and address of the initial registered agent of this corporation is Betty A. Hughes, 2080 Newfound Harbor Drive, Merritt Island, FL 32952-2841.

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Estil G. Smith
5520 Rons Rd.
Merritt Island, FL 32853-7245

Jodi M. Smith
5520 Rons Rd.
Merritt Island, FL 32953-7245

ARTICLE IX

The names and addresses of the initial officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Vice President: Estil G. Smith
5520 Rons Rd.
Merritt Island, FL 32953-7245
S/S #401-60-3621

Treasurer/Secretary: Jodi M. Smith
5520 Rons Rd.
Merritt Island, FL 32953-7245
S/s #522-60-9592

ARTICLE X

The name and address of the incorporator is

Estil G. Smith
5520 Rong Rd.
Merritt Island, FL 32953-7245

ARTICLE XI

Every stockholder, upon the sale of any shares or securities of the Corporation convertible into or carrying a right to subscribe to shares of this Corporation of the same kind class or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII

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 shareholders is subject to this reservation.

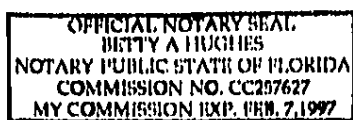
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at Merritt Island, FL on the 6th day of March, 1996.


Estil G. Smith

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgements, personally appeared Estil G. Smith before me known to me to be the person described in the foregoing instrument, and he acknowledged before me that he executed the same for the purpose stated therein.

WITNESS my hand and official seal in the State and County
last aforesaid, this 1st day of March, 1996.



Betty A. Hughes
Betty A. Hughes
Notary Public in and for
the State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 MAR 11 PM 2:23

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST, that Alliances, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in Merritt Island, County of Brevard, State of Florida, has named Betty A. Hughes, located at 2080 Newfound Harbor Drive, Merritt Island, Florida 32952-2841, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Betty A. Hughes