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Binsey Moore, Attorney & Gonnsellor Ar Bain

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(407) 259-4676

May 17, 1996

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

Re: Alphia Enterprises, Inc./

Incorporation

00001531740 -05/21/96--01043--002 ****122.50 ****122.50

Dear Sir/Madam:

Herewith enclosed please find the original and one copy of the Articles of incorporation of **Alphia Enterprises**, Inc.,. Also enclosed herewith is a check for \$122.50.

Please return a certified copy of the Articles to me once they have been processed by you.

Thanking you in advance for your courtesies and corporation, I remain,

Respectfully

Linsey Moore, Esq.

w/encls: check for \$122.50 & articles of incorporation

ARTICLES OF INCORPORATION OF ALPHIA ENTERPRISES, A Corporation For Profit

To: The Honorable Secretary Of State State Of Florida Tallahassee, Florida

I, the undersigned, hereby seek to become a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE 1: NAME

The name of this corporation is ALPHIA ENTERPRISES, INC.,.

ARTICLE 11: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is as follows:

a. 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, kind, 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, fra-

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ternal benefit society, state fair or exposition.

- b. To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, 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 evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation.
- c. To do everything necessary an, proper, advisable, or convenient for the objectives of the purposes set forth and to do all other things incidental thereto or connected therewith, which are not forbidden by the laws of such state, territory, district, or possession of the United States or such foreign country.
- d. To exercise those objectives and purposes and powers authorized by the state, territory, district, or possession of the United States or such foreign country, which are authorized, although not specifically set forth herein.

ARTICLE 111: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, without nominal or par value, all of which shall be fully paid and nonaccessible. All such stock shall be payable in eash, property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The stocks authorized to be issued are to be restricted as to sale, requiring the owner and/or holder of such shares to offer the same to the corporation at market value, the corporation shall have sixty (60) days to accept or reject the offer, or the owner or holder thereof may sell the same to any person and take such legal action as necessary to enforce this purchase.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: ADDRESS

The initial address of this corporation in the State of Florida is 912 N.W. Falconer Street, Palm Bay, Florida, 32907. The Board of Directors may from time to time move the principal address to any other address in Florida, and shall have the privilege of having branch officers at any other place within and without the State of Florida as the Board of Directors

may decide from time to time.

ARTICLE VII: NUMBER OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be in-

creased from time to time through the by-laws adopted by the stockholders.

ARTICLE VIII: OFFICERS

This corporation shall have shall have the following officers: President, Vice -President,

Secretary, and Treasurer, and such other officers as the Board of Directors shall deem necessary

and proper from time to time.

ARTICLE IX: INITIAL DIRECTORS AND OFFICERS

The name and address of the members of the first Board of Directors and officers who shall manage and conduct the affairs of the corporation are:

President-Director

Linsey Moore

Suite 30

478 Ballard Drive

Melbourne, FL., 32937

Vice-President-Director

Linsey Moore

Suite 30

478 Ballard Drive

Melbourne, FL., 32935

Secretary-Treasurer-Director

Linsey Moore Suite 30 478 Ballard Drive Melbourne, FL., 32935

The business and affairs of this Corporation shall be managed and conducted by a Board of Directors of not less than one director. The annual meeting of the stockholders of this corporation shall be on January 31, of each year after this corporation shall become duly authorized to commence business. The Director may appoint such other officers and employees as may be necessary.

ARTICLE X: INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation shall subject itself to is ONE MILLION DOLLARS (\$1,000,000.00).

ARTICLE XI: SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

NAME

ADDRESS

SHARES

CONSIDERATION

Linsey Moore

Suite 30, 478 Ballard Drive

500

\$500,00

Melbourne, FL., 32935

ARTICLE XII: BY-LAWS

The by-laws of this one-person corporation shall be adopted by its sole director and stockholder.

ARTICLE XIV: RESIDENT AGENT

The name and address of the resident agent who shall serve until his successor is appointed and qualified is Linsey Moore, Suite 30, 478 Ballard Drive, Melbourne, FL., 32935.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal this 17th day of May, 1996, for the purpose of forming this corporation under the laws of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

ARTICLE XV: ACKNOWLEDGMENT AND ACCEPTANCE BY RESIDENT AGENT

I, the undersigned party, hereby acknowledge my appointment as Resident Agent and accept said apppointmen

Coll Day

BEFORE ME this day personally appeard Linsey Moore, to me well known to be the person described in and who executed the foregoing Articles Of Incorporation and acknowledged before me that he executed the same for the purposes therein stated.

WITNESS my hand and seal this 17 day of May, 1996.

Notary Public, at large, State of Florida

My Commission expires:

