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LAW OFFICE OF MARY CAROTENUTO

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August 14, 1996

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

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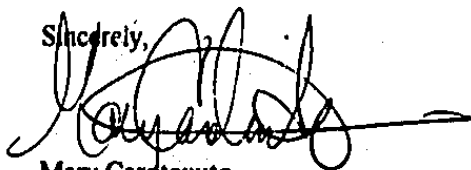
RE: Alteria, Inc.

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation for Alteria, Inc. and a check in the amount of \$122.50 for the filing fee and a Certified Copy.

If you have any questions, please call.

Sincerely,



Mary Carotenuto
Attorney at Law

819-96



ARTICLES OF INCORPORATION

OF

ALTERIA, INC.

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under any and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be ALTERIA, INC., and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 11 Avenue De La Mer La Grande Provance, Hammock Dunes, Suite 1106, Palm Coast, Florida 32137 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 7,500 shares of common stock, with a par value of one dollar per share, which stock may be issued in fractional shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner proscribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and address of the initial officer and director who is to serve until the first annual meeting of the stockholders is as follows:

Gene Mayo
11 Avenue De La Mer La Grande Provance
Hammock Dunes, Suite 1106
Palm Coast, FL 32137

ARTICLE VI - INCORPORATORS

The name and address of the incorporator to these Articles is Mary Carotenuto, 3000 Gulf To Bay Blvd., Suite 206, Clearwater, FL 34619.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or

hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 14 day of August, 1996.


MARY CAROTENUTO
ACCEPTANCE

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That ALTERIA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation, has designated Mary Carotenuto, 3000 Gulf to Bay Blvd., Suite 206, Clearwater, FL 34619 as its registered agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at 3000 Gulf To Bay Blvd., Suite 206, Clearwater, FL 34619, I hereby accept appointment in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


MARY CAROTENUTO