

P96000 80383

September 24, 1996

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

FILED
96 SEP 26 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

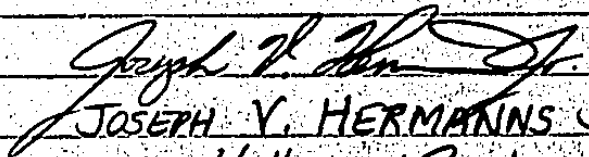
RE: Formation of Corporation
ALTO INSURANCE, INC.

800001957808
-09/26/96--01051--012
*****70.00 *****70.00

Sirs:

Enclosed, please find an "original" and one
"copy" of the ARTICLES OF INCORPORATION of
ALTO INSURANCE, INC., together with a Postal
Money Order in the amount of \$70.00 covering your fee.
Upon filing same, please return the "copy" to
my office, listed below.
Thank you for your assistance.

Very truly yours,


JOSEPH V. HERMANN'S JR.
1643 Hollywood Boulevard
Hollywood, FL. 33020
(954) 922-3707

F. CHESDER

SEP-27-1996

ARTICLES OF INCORPORATION OF
ALTO INSURANCE, INC.

THE UNDERSIGNED does hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of operating a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The Name of this Corporation is ALTO INSURANCE, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting and all business lawful and permitted under the Laws of the State of Florida.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated "common shares". All of said stock shall be payable in cash, property (real or personal), or in labor or services in lieu thereof, at a just valuation to be fixed by the Board of Directors

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already owns and holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without the issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation, which is also its principal place of business, is 1643 Hollywood Blvd., Hollywood, Florida; and the name and address of this Corporation's initial Registered Agent is VIANNEY PAQUIN, 1643 Hollywood Blvd., Hollywood, FL. 33020.

ARTICLE VII - EXERCISE OF CORPORATE POWERS

All Corporate powers shall be exercised by the Board of Directors, whose number shall be at least one, and no more than five. Management of the Corporation shall be by said Board, until such time as the shareholders shall, by a majority vote, amend these Articles to provide for shareholder management, in whole or in part.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director, initially. The name and address of that initial Director is VIANNEY PAQUIN, 1643 Hollywood Blvd., Hollywood, FL. 33020.

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TALLAHASSEE, FLORIDA

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:
VIANNEY PAQUIN, 1643 Hollywood Blvd., Hollywood, FL. 33020.

ARTICLE X - ELECTION OF DIRECTORS

The election of the Board of Directors of this Corporation shall be by a vote of the holders of the outstanding shares.

ARTICLE XI - REMOVAL OF DIRECTORS

Shareholders of this Corporation shall not be entitled to remove any Director from office during his term, except for cause.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, as well as any amendment to these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on September 23, 1996.


SUBSCRIBER-VIANNEY PAQUIN

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, VIANNEY PAQUIN, residing at 1643 Hollywood Blvd., Hollywood, FL. 33020, do hereby accept my designation as the Registered Agent of ALTO INSURANCE, INC., AND STATE THAT I am familiar with, and accept the obligations of, Florida Statutes Section 607.0505.

Dated: September 23, 1996.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA
VIANNEY PAQUIN, Designee

ACKNOWLEDGEMENT

STATE OF FLORIDA) ss.:
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared VIANNEY PAQUIN, who having first been duly sworn by me, stated upon his oath that he had read the foregoing ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT, and understood the same; and that the contents thereof were true to his personal knowledge; and that he had executed and signed the same.

DATED: Hollywood, FL.
September 23, 1996.

Pietro Santoro

NOTARY PUBLIC, STATE OF FLORIDA
Printed Name: PIETRO SANTORO
My Commission Expires:

