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L. F. HARRIS & ASSOCIATES, CPA, P.A.

Certified Public Accountants

227 N. Magnolia Ave. Suite 203, Orlando, FL 32801 • (407) 425-8611

November 14, 1996

CERTIFIED MAIL: P-604-752-329

Florida Department of State  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Articles of Incorporation and Certificate of Incorporation for  
Alie Brothers, Inc.**

Dear Sir or Madam:

Enclosed, please find the Articles of Incorporation for the above referenced corporation.

I am also requesting a Florida Certificate of Incorporation for the above referenced corporation.

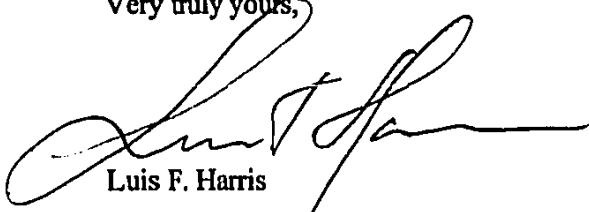
I enclose a check for \$122.50 for the following:

|         |                                      |
|---------|--------------------------------------|
| \$35.00 | Filing Fee                           |
| \$35.00 | Registered Agent Designation Fee     |
| \$52.50 | Florida Certificate of Incorporation |

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\*\*\*\*122.50 \*\*\*\*122.50

Should there be any questions or comments, please do not hesitate to contact me at (407) 425-8611. Thank you in advance for your cooperation.

Very truly yours,



Luis F. Harris

Enclosures (as stated)

cc: Mr. Raymond Alie

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

**ALIE BROTHERS, INC.**

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DIVISION OF CORPORATIONS

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The undersigned, all citizens of the state of Florida, being desirous of becoming a corporation for the business purposes hereinafter stated, to make, subscribe and acknowledge for filing in the offices of the Secretary of State of Florida, this certificate, setting forth:

I

The name of the corporation is **Alie Brothers, Inc.**

II

- a) The general nature of the business to be transacted by this corporation is: to engage in consultations to industry, to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, to rent, lease, transfer or otherwise dispose of, and to invest in, trade in, and with goods, wares, merchandise, real or personal property, and services of every class, kind and description.
- b) To acquire by subscription, purchase or otherwise, to hold for investment, or for resale, or for renting, or for leasing, to hypothecate debentures, mortgages, notes, trust receipts, lease agreements, distribution agreements, certificates of securities of private, public, quasipublic, municipal, foreign or domestic institutions.
- c) To collect the interest and dividends on its holdings and leases and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it.
- d) To borrow or raise monies for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make accept, execute and issue promissory notes, drafts, debentures and other instruments of indebtedness, and to secure the payment thereof and the interest thereon, by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of such securities or other obligations to the Corporation, real personal or mixed, including contract rights, and to sell, pledge, or otherwise dispose of such securities or other obligations to the Corporation, for its Corporate purposes.

e) To acquire the business, property or assets of other companies, firms or corporations engaged in any of the businesses or enterprises herein enumerated, or otherwise, and either by purchase, consolidation, merger or acquisition of the capital stock of such businesses or corporations, or by acquiring the assets and franchises of same, for any lawful remuneration, including the exchange of its own capital stock.

f) To make, enter into and perform contract and agreements of any kind to engage in and carry on any lawful business (other than banking, insurance and railroad corporation) which a corporation is authorized or permitted to carry on under the laws of the State of Florida, and to do and perform every act or thing incident to, growing out of or connected with the aforementioned businesses or powers, either alone or in association with other individuals, firms or corporations; to have, exercise and enjoy all power vested in private corporation under the State of Florida.

The number of shares that this Corporation is authorized to have outstanding at any time is twelve thousand (12,000) shares of common stock having a nominal or par value of one cent (\$0.01) per share.

### III

The amount of capital with which this corporation will begin business will not be less than fifty (\$50.00) dollars.

### IV

This corporation shall have perpetual existence.

### V

a) The stockholders shall have the authority to adopt such rules, by-laws and regulations for the governing of the Corporation as they may deem necessary or expedient.

b) Holders of common stock shall be entitled to one vote for each and every share of common stock standing in his, her or its name at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

c) No stockholder shall have a preemptive right, as defined by the law of the State of Florida, to purchase or acquire additional, or treasury shares, of stock in the Corporation.

d) The business and affairs of the Corporation shall be under the management and control of the Board of Directors, said Board to consist of not less than one (1), no more than seven (7) persons. In the event of death or resignation of a director, or the refusal of a person elected a director to accept his election as such, or to otherwise qualify as such, the remaining directors shall elect his successor. All officers and directors shall hold office for the period of one (1) year, or until their respective successors are duly elected and qualified.

e) The shares of capital stock in the Corporation, when fully paid for in accordance with the subscription therefore, or sale thereof, as authorized or provided by law shall be fully paid and non-assessable, and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him.

f) The Corporation shall have a lien on shares of this stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Florida.

g) The dates on which the Stockholders' annual meeting shall be held, the number of directors and their terms of office, and the officers, shall be fixed by the by-laws of the corporation. Other officers, shall be fixed by the by-laws of the corporation. Other officers than those named may be created by the by-laws and filled by the Board of Directors. The Corporation shall have the power to make by-laws for the regulation and government of the Corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Florida.

h) The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon the directors, and stockholders herein are granted subject to this reservation.

## VI

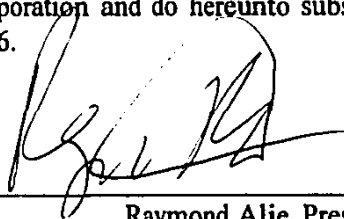
The principal office of the Corporation will be located at P.O. Box 362, Windermere, Florida 34786.

## VII

The names and post office addresses of the Board of Directors who, subject to the provisions of these Articles of Incorporation, by-laws, and the Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors have qualified and have been elected are:

| Name         | Shares | Address                              | Office    |
|--------------|--------|--------------------------------------|-----------|
| Raymond Alie | 50     | P.O. Box 362<br>Windermere, FL 34786 | President |

IN WITNESS WHEREOF, the undersigned incorporator, being the person named in paragraph VII above, do hereby subscribe evidence of their desire to form this Corporation and do hereunto subscribe their name, this 20th of November, 1996.



Raymond Alie, President

State of Florida  
Orange County

I HEREBY CERTIFY that this day, before me, a notary public duly authorized in the State and County named above to take acknowledgment, personally appeared to me to be the persons described above as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

WITNESS my hand official seal in this County and State named above this 11/22/96 day of November, 1996.



"OFFICIAL SEAL"  
Jasmine E. Lee  
My Commission Expires 10/20/2000  
Commission #CC 594415

Notary Public



My commission expires:

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is: **ALIE BROTHERS, INC.**

The name and address of the registered agent and office is:

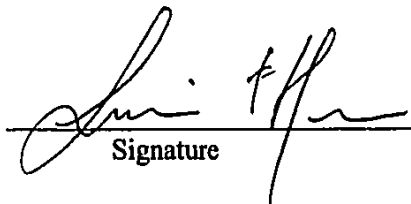
Luis F. Harris

227 N. Magnolia Avenue, Suite 203

Orlando, Florida 32801

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature

11/20/96  
Date

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