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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Almeks International Corp.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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4. _____
(Corporation Name) (Document #)

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- Will wait
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 SEP 23 PM 11:23
DIVISION OF CORPORATION

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
ALMEKS INTERNATIONAL CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ALMEKS INTERNATIONAL CORP. The street address of the initial principal office of this corporation shall be 701 Brickell Key Drive, Suite 1708, Miami, Florida 33131.

ARTICLE II. DURATION

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
10,000	\$.01	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 800 - South Tower, 1101 Brickell Avenue, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is Haft & Associates, P.A.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Ali Kadimov
701 Brickell Key Drive, Suite 1708
Miami, Florida 33131

Fatma Kadimova
701 Brickell Key Drive, Suite 1708
Miami, Florida 33131

ARTICLE VII OFFICERS

The board of directors shall appoint a president, a vice president, and a secretary and such other officers as deemed appropriate, all of whom shall serve at the discretion of the board of directors. The initial officers of the corporation, who shall hold office for the first year or until their successors are duly appointed and qualified, shall be:

Ali Kadimov - President
Gioulnara Kadimova - Secretary, Treasurer

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Ali Kadimov
701 Brickell Key Drive, Suite 1708
Miami, Florida 33131


ARTICLE IX. LIMITED LIABILITY

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 22^d day of September, 1997.

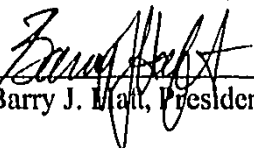
By: 
Ali Kadimov, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of Almeks International Corp., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 22^d day of September, 1997.

HAFT & ASSOCIATES, P.A.

By: 
Barry J. Haft, President

Date: 9/22/97

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