

P970000 93565



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 584745 4332656

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : October 30, 1997

ORDER TIME : 4:34 PM

ORDER NO. : 584745-005

CUSTOMER NO: 4332656

600002334626--9

CUSTOMER: Ms. Maria Negron-cruz
ANDERSON & ORCUTT

Suite 2400
401 East Jackson Street
Tampa, FL 33602

RECEIVED
97 OCT 31 AM 8:48
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ALPESH AMERICAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED
97 OCT 31 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

: **ASN** OCT 31 1997

23

**ARTICLES OF INCORPORATION
OF
ALPESH AMERICAN, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS

The name of the Corporation shall be **ALPESH AMERICAN, INC.** The principal and mailing address of the corporation shall be c/o Fernando Perez III, 401 E. Jackson Street, Suite 2400, Tampa, Florida 33602.

ARTICLE II - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE III - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

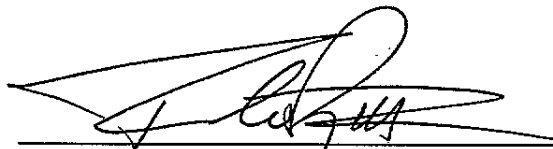
ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is **FERNANDO PEREZ III, Esquire**.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is **FERNANDO PEREZ III, Esquire**, 401 East Jackson Street, Suite 2400, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of October, 1997.



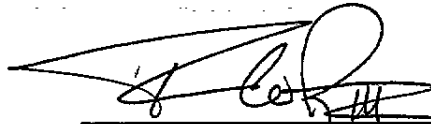
FERNANDO PEREZ III, Esquire
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the, Florida Statutes, the following is submitted:

That **ALPESH AMERICAN, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal office at 401 E. Jackson St., Suite 2400, Tampa, Florida 33602, has named **Fernando Perez III, Esquire**, at 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, as its agent to accept service of process within Florida.

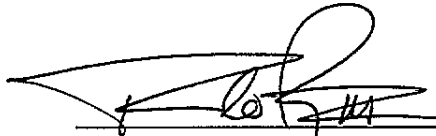
Dated: 10/27/97



Fernando Perez III, Incorporator

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TAMPA
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



**Fernando Perez III, Esquire
Registered Agent**