

P97000095346

LUIS J. RIVERO, P.A. FILED

LE JEUNE CENTER
782 N.W. 42 AVENUE, SUITE 534 -6 PM 3: 35
MIAMI, FLORIDA 33126

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephones: (305) 445-2287
(305) 445-7931
Telecopier: (305) 448-6973

October 29, 1997

Division of Corporation
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32314

800002334958--4
-10/31/97--01055--011
***122.50 ***122.50

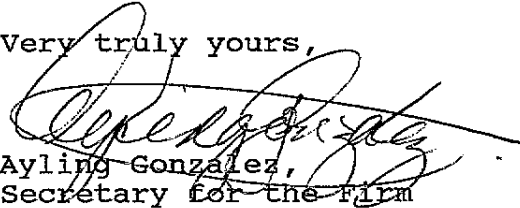
Re: Articles of Incorporation of
~~S.S.~~ HOLDING COMPANY

ALSI

Gentlemen:

Enclosed please find check in the amount of \$122.50 made payable to the Secretary of State for the filing of the above corporation. I have attached an original and one copy of the articles for processing. Please forward our copy via Federal Express using the enclosed airbill. Thank you.

Very truly yours,



Ayling Gonzalez,
Secretary for the Firm

/amg
CORPE.LTR

Encls.

W97 24997
P.Hall NOV - 4 1997
P.Hall NOV - 4 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

LUIS J. RIVERO, P.A.
782 NW 42 AVE SUITE 534
MIAMI, FL 33126

SUBJECT: S.S. HOLDING COMPANY
Ref. Number: W97000024997

We have received your document for S.S. HOLDING COMPANY and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 897A00053288

LAW OFFICES

LUIS J. RIVERO, P.A.

LE JEUNE CENTER
782 N.W. 42 AVENUE, SUITE 534
MIAMI, FLORIDA 33126

Telephones: (305) 445-2287

(305) 445-7931

Telecopier: (305) 448-6973

November 5, 1997

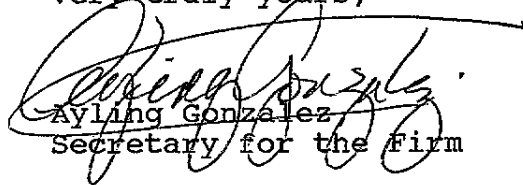
Ms. Pamela Hall
Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32314

Re: S.S. Holding Company - Rejection #W97000024997

Dear Ms. Hall:

In regards to our telephone conversation of today, enclosed is the articles for ALSI HOLDING COMPANY for filing in Tallahassee which replaces the above-mentioned rejected articles. Kindly use the moneys you are currently holding in regards to the referenced rejection number towards the filing of the attached articles. I have attached an original and one copy of the articles for processing. Please forward our copy via Federal Express using the enclosed airbill. Thank you.

Very truly yours,


Ayling Gonzalez
Secretary for the Firm

/amg
CORPREJE.LTR

Encls.

FILED

97 NOV -6 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ALSI HOLDING COMPANY**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be ALSI HOLDING COMPANY.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par values.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

101 BUTTONWOOD DRIVE
KEY BISCAYNE, FLORIDA 33149

VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than two (2) members.

VIII

The name and address of the Board of Director(s), who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

SILVIO J. MARTINEZ
101 BUTTONWOOD DRIVE
KEY BISCAVNE, FLORIDA 33149

IX

The registered agent and the registered office for this corporation is:

SILVIO J. MARTINEZ
101 BUTTONWOOD DRIVE
KEY BISCAVNE, FLORIDA 33149

X

The name of the subscriber to these Articles of Incorporation, is SILVIO J. MARTINEZ. The total aggregate amount of shares he agrees to take shall be the sum of 500 at \$1.00 par value for a total amount of \$500.00. The address shall be:

101 BUTTONWOOD DRIVE
KEY BISCAVNE, FLORIDA 33149

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

SILVIO J. MARTINEZ - President and Director

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there

shall be elected a minimum of two directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: President, Vice-President, Secretary and Treasurer and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

[Signature]

SILVIO J. MARTINEZ

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

[Signature]

SILVIO J. MARTINEZ

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority did personally appeared the person known by me to be, SILVIO J. MARTINEZ, who after being duly sworn, acknowledged the foregoing to be his act and deed.

WITNESS my hand and seal this 5 day of November 1997.

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA

Personally known
Produced ID FOL#M635-790-49-330-0

My Commission Expires:
SSHOLD.C01

NOTARY PUBLIC
STATE OF FLORIDA
AYLING D. GONZALEZ
COMMISSION # CC 649145
EXPIRES JUL 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 NOV -6 PM 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA