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11/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: ALTON GROUP, INC.

AUDIT NUMBER.....H9700019687

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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ARTICLES OF INCORPORATION
OF

ALTON GROUP, INC.

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

The name of this corporation shall be: ALTON GROUP, INC.
The principle offices of the corporation shall be: 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162.

ARTICLE II

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

ARTICLE III

This corporation is organized to transact any or all lawful business permitted under the laws of the State of Florida.

Prepared By:
Saulson Tipton, Esq.
Attorney for Corporation
2020 N.E. 163 Street, Suite 300
North Miami Beach, FL 33162
(305) 944-9100
Florida Bar No. 313300

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ARTICLE IV

The street address of the initial registered office of this corporation and its initial registered agent are:

Sheldon Zipkin, Esq. Registered Agent
2020 N.E. 163rd Street, Suite 300
North Miami Beach, Florida 33162
Florida Bar No. 0319848

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock at \$1.00 par value.

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

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever.

ARTICLE VI

Unless otherwise determined by the Board of Directors of

this corporation, no shareholders shall be entitled as such, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for:

A. Any stock of any class that the corporation may issue of sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment or amendments thereof, or out of shares of stock of the corporation acquired by it after the issuance of such shares, and whether issued for cash, labor done, personal property, or real property or leases; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts,

liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE VIII

This corporation shall have at least one (1) director(s), 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 name of the first directors of the corporation, who shall hold office for the first year, until the election of the additional directors at the organizational meeting, or until their successors are duly elected and qualified, shall be: Mel Katz : : J. W., 2020 N.E. 163rd St, Suite 300, North Miami Beach, Florida 33162.

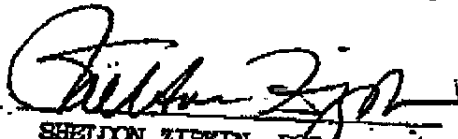
ARTICLE IX

The name and address of the incorporator is: Sheldon Zipkin Esq., 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162.

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IN WITNESS WHEREOF, the undersigned, being the original
Incorporator of the above-named corporation, for the purpose of
forming a corporation to do business both within and without the
State of Florida, under the laws of Florida, does make and file
these Articles of Incorporation, hereby declaring and certifying
that the facts herein stated are true, and execute these ARTICLES
OF INCORPORATION on this 26 day of November, 1997.

BY:



SHELDON ZIPKIN, ESQ.
Florida Bar No. 313300

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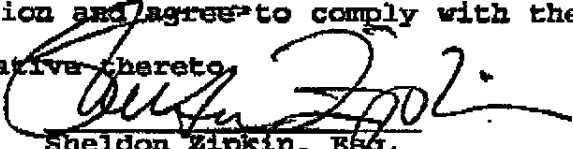
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ACCEPTANCE OF REGISTERED AGENT

I, SHELDON ZIPKIN ,ESQ., the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of:

ALTON GROUP, INC.

does hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.


Sheldon Zipkin, Esq.
Registered Agent
2020 N.E. 163rd Street
Suite 300
N. Miami Beach, Florida 33162
(305) 944-9100 (954) 525-5333
Fax (305) 940-3187

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