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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
FAX #: (305)541-3770

NAME: ALTERNATIVE AMERICAN INTERNATIONAL, INC.,
AUDIT NUMBER.....H97000020320
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. REGISTER DEC 11 1997

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**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALTERNATIVE AMERICAN INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

ALTERNATIVE AMERICAN INTERNATIONAL, INC.

The address of the principal office of this Corporation shall be: 7936 Harding Avenue, Apt.#8, Miami Beach, Florida 33141, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is (100) shares of common stock having \$1.00 par value per share.

Prepared by: Law Offices of Irina Nemtsev, P.A.
2020 N.E. 163rd Street, Suite 300
North Miami Beach, FL 33162
(305) 944-9100
FL Bar No.: 0086037

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ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 7936 Harding Avenue, Apt.#8, Miami Beach, Florida 33141, and the name of the initial registered agent of the Corporation at that address is Guennadi Blokh.

ARTICLE V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have one [1] director. The name and street address of the initial director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Guennadi Blokh
Director/President,
Secretary/Treasurer

7936 Harding Avenue, Apt.#8
Miami Beach, FL 33141

ARTICLE VII. BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

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ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE X. INCORPORATOR

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

Irina Nemtsev, Esq.

2020 N.E. 163rd Street
Suite 300
North Miami Beach, FL 33162

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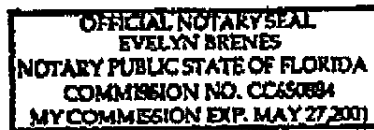
IN WITNESS WHEREOF, the undersigned subscribing incorporator
has hereunto set her hand and seal on this 10th day of
December, 1997.

Irina Nemtsev
Irina Nemtsev, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation of **ALTERNATIVE
AMERICAN INTERNATIONAL, INC.** was acknowledged before me this 10th
day of December, 1997, by Irina Nemtsev, Esq. who is
personally known to me.

Evelyn Brenes
NOTARY PUBLIC
My Commission Expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


GUENNADI BLOKH

Date: December 10, 1997

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TALLAHASSEE, FLORIDA

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