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FAX #: (305)541-3770

NAME: ALPHA CROSS TECHNOLOGIES LTD., INC.

AUDIT NUMBER.....H97000020634

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ALPHA CROSS TECHNOLOGIES LTD., INC.
REF: W97000027967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The use of LTD. is not acceptable as part of a corporate name. The word limited is acceptable for use in a corporate name.,

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

FAX Aud. #: H97000020634
Letter Number: 597A00058967

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**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALPHA CROSS TECHNOLOGIES LIMITED, 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:

ALPHA CROSS TECHNOLOGIES LIMITED, INC.

The address of the principal office of this Corporation shall be: 817 Hampton Ct., Weston, Florida 33326, 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 817 Hampton Ct., Weston, Florida 33326, and the name of the initial registered agent of the Corporation at that address is Isabel Levin.

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 directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Victor Kudinov
Director/President
Secretary/Treasurer

12 Skobeleva Street, Apt.3
Moscow, Russia

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.

ARTICLE VIII. EFFECTIVE DATE

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

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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. INCORPORATORS


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

Irina Nemtsev, Esq.

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

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal on this 16th day of December, 1997.

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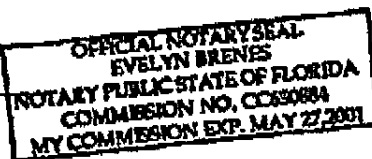

Irina Nemtsev, Esq.
Incorporator

H97000020634

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation of ALPHA CROSS TECHNOLOGIES LIMITED, INC. was acknowledged before me this 16th 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.


 ISABEL LEVIN

Date: December 15, 1997.

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 TALLAHASSEE, FLORIDA

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