

P 980000009886

James M. Madden
6315 98th Avenue North
Pinellas Park, Florida 33782-3018
(813) 544-8259

January 27, 1998

Department of State
Corporate Records/
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
2-2-98

100002415811--4
-01/23/98-01046-003
****131.25 ****131.25

Re: Intention to File Articles of Incorporation

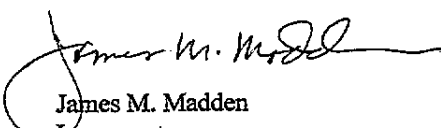
Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of ALPHA PROFESSIONALS, INC.

Also enclosed is a check made payable to the Secretary of State in the amount of \$131.25 which includes the statutory filing fee, Certified Copy and Certificate. Your assistance in establishing the corporation to be known as ALPHA PROFESSIONALS INC. is appreciated.


Let me take this opportunity to thank you in advance for your help in this matter. I remain,

Respectfully,


James M. Madden
Incorporator

Enclosures:

FILED
98 JAN 29 PM 4:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1-30-98


EFFECTIVE DATE

2-2-98

FILED
98 JAN 29 PM 4:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

ALPHA PROFESSIONALS, INC.

ARTICLE ONE

The name of the corporation is ALPHA PROFESSIONALS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is FOUR HUNDRED FIFTY (450) shares of common stock of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received the issuance of shares consideration of the value of \$2000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 6315 98th Avenue North, Pinellas Park, Pinellas County, Florida, and the name of its initial registered agent at such address is James M. Madden. The principal office is the same as the registered office address.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Mailing Address</u>
James M. Madden	6315 98 th Avenue North Pinellas Park, Florida 34666-3018
Shahram Radmanesh	6315 98 th Avenue North Pinellas Park, Florida 33782-3018

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

<u>Name</u>	<u>Mailing Address</u>
James M. Madden	6315 98th Avenue North Pinellas Park, Florida 33782-3018

ARTICLE TEN

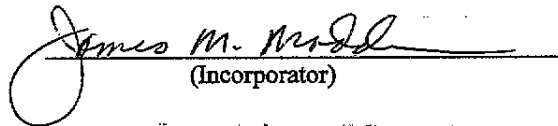
The powers of the incorporator cease upon filing of the Article of Incorporation.

ARTICLE ELEVEN

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be February 2, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of January 27, 1998.


(Incorporator)

Having been named as registered agent and to accept service of process fro the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered Agent)

1.27.98
(Date)