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February 25, 1998

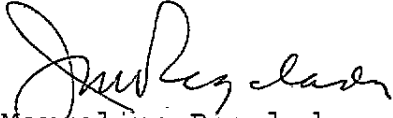
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

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-02/27/98--01049--012  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed you will find all documents of the Articles of  
Incorporation of **ALPHA-WELL, INC.** plus a required check for  
\$122.50.

Thank you very much.

  
Marcelino Regalado  
PO Box 442070  
Miami, FL 33144-2070  
Phone: 1-305-554-5515

FILED  
98 FEB 27 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JMR:ym

Enc.

7N 2-27-98

ARTICLES OF INCORPORATION  
OF  
ALPHA-WELL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as subscribers of a Corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is:

ALPHA-WELL, INC.

ARTICLE II

The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is ONE HUNDRED (100) shares of Capital Stock, all of one class, with a par value of One Dollar (\$ 1.00) per share.

ARTICLE IV

The period of duration of the Corporation is perpetual.

ARTICLE V

The amount of capital with which the Corporation shall begin business is not less than ONE HUNDRED DOLLARS (\$100.00).

**ARTICLE VI**

**PRINCIPAL OFFICE**

The principal address and registered office address (are the same) of the Corporation is:

7811 Coral Way, Suite 103, Miami, Florida 33155

and the name of its initial Registered Agent is:

**HENRY ESPINOSA**

**ARTICLE VII**

The number of directors constituting the initial Board of Directors of the Corporation are:

**HENRY ESPINOSA** 7811 Coral Way, Suite 103, Miami, Florida 33155

**ARTICLE VIII**

The name and address of the initial Subscriber is:

**HENRY ESPINOSA** 7811 Coral Way, Suite 103, Miami, Florida 33155

**ARTICLE IX**

The following named persons shall be the officers of this Corporation for the first year of its existence or until their successors are elected and have qualified:

**HENRY ESPINOSA** President

**ARTICLE X**

Shareholders shall not be entitled to preemptive rights.

IN WITNESS WHEREOF, we the undersigned, have made,  
subscribed and acknowledged this Article of Incorporation, this  
25<sup>th</sup> day of February, 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE.

*Henry Espinosa*  
HENRY ESPINOSA, Subscriber  
and Registered Agent  
98 FEB 27 PM 1:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
SS

COUNTY OF DADE:

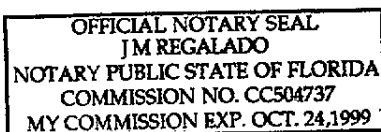
BEFORE ME, the undersigned authority, personally appeared

HENRY ESPINOSA

to me well known to be the person described herein, and he  
acknowledged before me, according to law, that he made and he  
subscribed the same for the purpose therein mentioned and set  
forth.

IN WITNESS WHEREOF, I have hereunto set my hands and my  
Official Seal, this 25<sup>th</sup> day of February, 1998.

My commission expires:



*JM Regalado*  
NOTARY PUBLIC, State of Florida  
at Large