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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
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NAME: ALBATECH, INC.

AUDIT NUMBER.....H98000008107

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

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ARTICLES OF INCORPORATION

OF

ALBATECH, INC.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALBATECH, INC.

The principal place of business of this corporation shall be 1408 S.W. 13TH COURT POMPANO BEACH, FL 33069.

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 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1408 S.W. 13TH COURT POMPANO BEACH FL 33069. The name of the initial registered agent of the corporation at that address is JULIUS KLUGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers/directors, initially. The name and street address of the initial officer/director who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed are:

PETER KLUGER - PRESIDENT/DIRECTOR  
1408 S.W. 13TH COURT  
POMPAHO BEACH, FL 33069

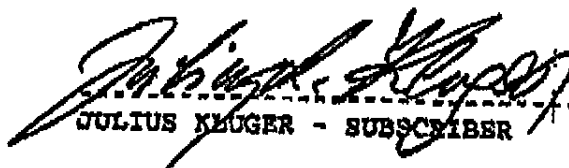
JULIUS KLUGER - VICE PRESIDENT/DIRECTOR  
1408 S.W. 13TH COURT  
POMPAHO BEACH, FL 33069

ARTICLE VIII. SUBSCRIBER

The names and street address of the subscribers to these articles of incorporation is:

JULIUS KLUGER  
1408 S.W. 13TH COURT  
POMPAHO BEACH, FL 33069

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28 day of MARCH 1998

  
JULIUS KLUGER - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
JULIUS KLUGER - REGISTERED AGENT

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