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May 20, 1998

Via Federal Express

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ALC Ventures, Inc.

Dear Sir or Madam:

On behalf of our client, ALC Ventures, Inc, enclosed are an original and one copy of its Articles of Incorporation, together with our firm's check in the amount of \$122.50 for payment of the following charges:

1.	Filing Fee for Articles of Incorporation	\$35.00
2.	Certified copy of Articles of Incorporation	52.50
3.	Registered Agent Fee	<u>35.00</u>
	Total	\$122.50

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Also enclosed is an Affidavit signed by Alan Lipstein waiving any and all rights and interests in the name ALC Ventures, Inc. to the new corporation.

If you have any questions, please call me.

Dmc  
5/26/98

Sincerely,

Stephanie R. Conn  
Stephanie R. Conn

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EFFECTIVE DATE  
5-20-98

FILED  
MAY 21 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF ALAN S. LIPSTEIN  
ALC VENTURES, INC.,  
A FLORIDA CORPORATION

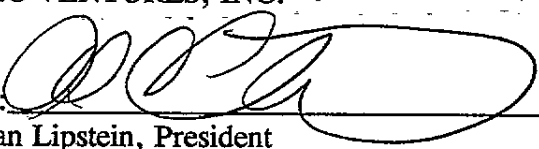
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Alan S. Lipstein, as President of ALC Ventures, Inc., a Florida corporation (the "Company"), being sworn states the following:

1. On September 26, 1997, the Company was administratively dissolved.
2. The Company hereby waives any and all rights and interests in the name ALC Ventures, Inc. and releases the name for immediate use to a new corporation.

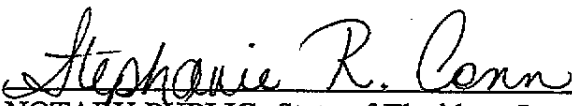
ALC VENTURES, INC.

By:   
Alan Lipstein, President

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of May, 1998, by Alan S. Lipstein, as President of ALC Ventures, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ as ~~identification~~ and did take an oath.



  
NOTARY PUBLIC, State of Florida at Large

Print Name: Stephanie R. Conn

My Commission Expires: 4-17-99

FILED

98 MAY 21 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ALC VENTURES, INC.

-The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE  
5-20-98

Corporate Name and Principal Office

The name of this corporation is ALC VENTURES, INC., and its principal office and mailing address is 10006 North Dale Mabry Highway, Tampa, Florida 33618.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on May 20, 1998.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Stephanie R. Conn

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 20th day of May, 1998.

  
Stephanie R. Conn

CERTIFICATE DESIGNATING  
REGISTERED AGENT

**FILED**

98 MAY 21 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, **ALC VENTURES, INC.**, desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

ALC VENTURES, INC.

By Stephanie R. Conn  
Stephanie R. Conn, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano  
John N. Giordano

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