

BETA BUSINESS SYSTEMS

17131 NW 44 AV.

Miami, Fl. 33055

(305) 620-4777

April 3, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

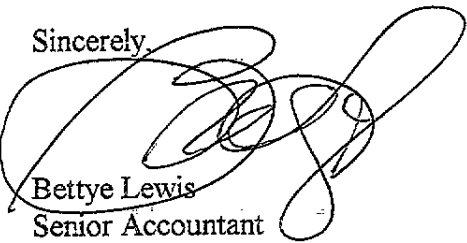
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****122.50 ****122.50

Dear Sir/Madame,

Enclosed please find the Articles of Incorporation for Alpha Distributors Network, Inc. and the corresponding fee of \$122.50 for a certified copy. If you have any questions concerning this application, please feel free to contact me at (305) 620-4777. I will be more than happy to entertain your queries. In addition, please forward the certified copies to my attention at the above address.

Thank you very much for your attention to this matter.

Sincerely,


Bettye Lewis
Senior Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/6-1-98

**ARTICLES OF INCORPORATION
OF
ALPHA DISTRIBUTORS NETWORK, INC.**

We, the undersigned, do hereby subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be:

ALPHA DISTRIBUTORS NETWORK, INC.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida; more specifically:

A.) The general nature of the business to be transacted by this corporation shall be transacted by this corporation shall be: Retail sales and distribution.

B.) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, good, wares, merchandise, real and personal property, and services of every class, kind and description.

C.) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.

D.) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

E.) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F.) To acquire by purchase, subscription or otherwise to receive, hold, own guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons,

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public or private, or by government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

G.) In general, to carry on any other business in connection with the foregoing, and have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

ARTICLE THREE

The corporation shall issue 500 shares of common stock, having no par value. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

19020 NW 23rd Ave.
Opa Locka, Fl. 33056

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have one (1) Directors initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall always be at least one (1), but not more than seven (7).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this

corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or wilful misconduct in the performance of his duties.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such director or officer of such other corporation or not so interested.

ARTICLE SIX

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

NAME**Bruce J. Coleman, Sr.****ADDRESS****19020 NW 23rd Ave.
Miami, Florida 33056****Jeannine Coleman****19020 NW 23rd Ave.
Miami, Fl. 33056****OFFICERS****Bruce J. Coleman, Sr.****PRESIDENT****Jeannine Coleman****VICE-PRESIDENT****ARTICLE SEVEN**

The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares of stock which each has agreed to take, are as follows:

NAME**ADDRESS****# OF SHARES****Bruce J. Coleman, Sr.****19020 NW 23rd Ave.
Miami, Florida 33056****250****Jeannine Coleman****19020 NW 23rd Ave.
Miami, Florida 33056****250****ARTICLE EIGHT**

The corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The Registered Agent for Service of Process in the State of Florida and its registered office shall be:

**BRUCE J. COLEMAN, SR.
19020 NW 23RD AVE.
Miami, Fl. 33056**

ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator(s) had (have) executed these Articles of Incorporation this 26 day of May 1998

Signature(s) of Incorporator(s)

Bruce J. Coleman
Print name here: Bruce J. Coleman, Sr.

Jeannine Coleman
Print name here: Jeannine Coleman

STATE OF FLORIDA
COUNTY OF Dade

THE FOREGOING instrument was acknowledged and sworn to before me

this 26 day of May 1998

by Bruce J. Coleman, Sr. (incorporator)
Jeannine Coleman (incorporator)

of Alpha Distributors Network, Inc.
(name of corporation)

Identification presented: Personally known to me

[Signature]
Notary Public

My Commission Expires:



BETTYE LEWIS
My Commission CC413388
Expires Oct. 19, 1998
Bonded by NFNU
900-224-6368

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

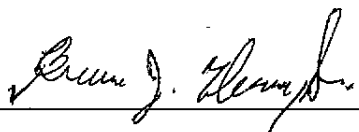
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: **Alpha Distributors Network, Inc.**

2. The name and address of the registered agent and office is:

**Bruce J. Coleman, Sr.
19020 NW 23rd Ave.
Miami, Fl. 33056**

SIGNATURE



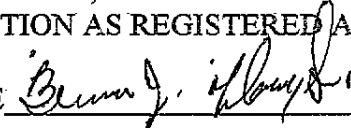
TITLE: Incorporator

DATE

May 26, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

May 26, 1998

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98 MAY 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA