

/03/98

FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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NAME: ALTECK, CORP.

AUDIT NUMBER.....H98000010385

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1998

EMPIRE

SUBJECT: ALTECK INTERNATIONAL, CORP.
REF: W98000012764

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan
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Letter Number: 998A00031598

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ARTICLES OF INCORPORATION OF
Alteck International Distributors, Corp.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Alteck International Distributors, Corp.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation will engage in Counseling Services permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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-rate share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

Prepared By: David Hernandez
210 University Dr. #502
Coral Springs, FL 33071
954-346-7288

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ARTICLE VII. Initial Registered Principal Office and Agent. The street address of the initial registered office of this corporation is: 1200 Ocean Drive, #204 Miami Bch., FL 33139 and the name of the initial registered agent of this corporation at that address is Alvaro Rabinovich.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Alvaro Rabinovich
1200 Ocean Drive #204
Miami Beach, FL 33139

ARTICLE IX. Officers. The initial officers of the corporation will be: Alvaro Rabinovich/President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Alvaro Rabinovich
1200 Ocean Drive #204
Miami Beach, FL 33139

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 1200 Ocean Drive, #204 Miami Beach, FL, 33139.

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 15th day of
May, 1998.


Alvaro Rabinovich (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Alvaro Rabinovich known to be and known by
me to be the person who executed the foregoing Articles
of Incorporation and he acknowledged before me that he
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 15th day of
May, 1998.

NOTARY PUBLIC

My Commission Expires: _____

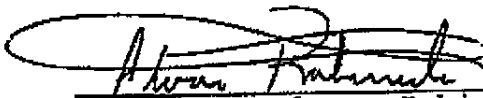
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State of Florida Division of Corporations
Department of State Tallahassee, FL 32304

I, Alvaro Rabinovich, do hereby consent to serve as
registered agent for the Corporation, Altech International
Distributors, Corp. this day of 15th day of May, 1998.



Alvaro Rabinovich

Address of registered agent:

1200 Ocean Drive #204
Miami Beach, FL 33139

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TALLAHASSEE, FLORIDA