



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 875243 115423A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1998

ORDER TIME : 10:05 AM

ORDER NO. : 875243-005

CUSTOMER NO: 115423A

CUSTOMER: George Louis Garcia, Esq
GEORGE LOUIS GARCIA, ESQ

Suite 205
807 Southwest 25th Avenue
Miami, FL 33135

DOMESTIC FILING

NAME: ALFA HOLDING GROUP CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pamela Johnson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 1:09

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RECEIVED
98 JUN 30 AM 11:23
DIVISION OF CORP. SERVICES
6/30/98

ARTICLES OF INCORPORATION

OF

ALFA HOLDING GROUP CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 1:10

Article I - Name

The name of this corporation is **ALFA HOLDING GROUP CORP.**

Article II - Purpose

This organization is organized for the purposes of buying and selling real estate, heavy equipment, and other investments and doing any and all services allowed by law.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

**Article IV - Principal Office and Initial Registered
Office and Agent**

The street address of the principal office and initial registered office of this Corporation, which are the same, and the name and address of the initial registered agent is:

George L. Garcia, Esquire
807 S.W. 25 Avenue, #206
Miami, Florida 33135

Article V - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The following persons are directors of the corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

Name

Address

Emilio T. Navarro 1101 Sunset Road
President/Secretary Coral Gables, Florida 33143

Jessica Rappaccioli 10030 N.W. 9 Street, #106
Vice President/Treasurer Miami, FL 33172

Article VI - Incorporators

The name and address of the initial incorporator of this corporation is as follows:

Name	Address
Emilio T. Navarro	1101 Sunset Road Coral Gables, Florida 33143

Article VII - Powers

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.


Article VIII - Indemnification

Any person made a party or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, or whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, or employee, or agent of the corporation, or any other corporation, partnership, joint venture, trust or other enterprises which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article IX - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of June, 1998.


EMILIO T. NAVARRO
Incorporator/Director

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 1:10

The foregoing instrument was acknowledged before me by and the affiant is personally known to me or has produced the following identification:

personally known this 29 day of June, 1998.

My Commission expires:



George Garcia
MY COMMISSION # CC-17086 EXPIRES
April 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALFA HOLDING GROUP CORP. at the place designated in the Articles of Incorporation, George L. Garcia agrees to act in this capacity, and agrees to comply with provisions of Section 48.091 Fla.Stat.(1981), relative to keeping open such office until such times he shall notify the corporation of his resignation.

Dated 6-29-98


GEORGE L. GARCIA, ESQUIRE