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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: ALEXLY RESOURCES, INC.

AUDIT NUMBER.....H98000012468

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
ALEXLY RESOURCES, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

ALEXLY RESOURCES, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Florida 33134

ARTICLE II
PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III
DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282 - telephone
(305) 443-2176 - fax

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outstanding at any one time is one million (1,000) shares of Common Stock, each share having no par value.

ARTICLE V
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Maynard J. Hellman	1100 Ponce de Leon Blvd. Coral Gables, FL 33134	1

ARTICLE VII
DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

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NAME

ADDRESS

Heather Burch

3000 Aventura Blvd., Apt. 1603
William Island, FL 33160

ARTICLE IX
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 X
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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 6 day of July, 1998.


MAYNARD J. HELLMAN

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STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 6 day of July, 1998.



Notary Public, State of
Florida at Large

My Commission Expires:



SHIRLEY SMITH
My Comm Exp. 5/20/99
Bonded By Service Inc
No. CC447022
12 Kennedy Blvd. Ft. Lauderdale, FL 33304

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ALEXLY RESOURCES, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, THAT ALEXLY RESOURCES, INC. IS DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED MAYNARD
J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL GABLES, STATE
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____

MAYNARD J. HELLMAN

Title: SubscriberDate: July 6, 1998

Having been named to accept services of process for the above stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

MAYNARD J. HELLMAN

(Registered Agent)

Date: July 6, 1998

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