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*The Law Offices Of Carroll L. Payne
and Javier Guadayaol*

6075 SW. 72 Street
Suite 400
Miami, Florida 33143
Telephone: (305) 661-7900

November 4, 1998

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

500002683755--4
11/10/98-01004-020
*****78.75 *****78.75

Re: NEW FILING: THE ALLIS GROUP, INC.

Dear Madam or Sir:

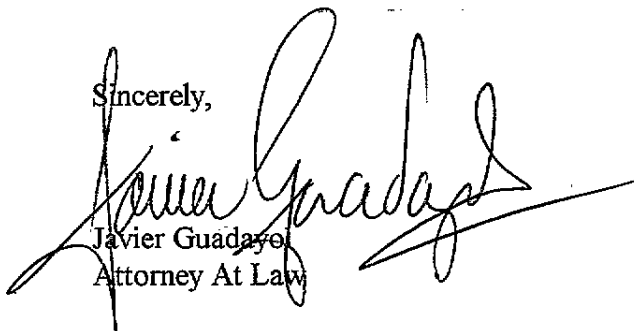
Enclosed herewith please find the Articles of Incorporation for THE ALLIS GROUP, INC., along with a check in the amount of 78.75 representing the fee for filing this corporation.

Please proceed to file the subject Articles of Incorporation and confirm that the subject corporation is active and able to conduct business in Florida.

Please do not hesitate to contact the undersigned or Mr. Payne if you have any questions or comments concerning this corporation.

Thank you in advance for all of your help with this matter.

Sincerely,


Javier Guadayaol
Attorney At Law

FILED
98 NOV -9 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JG/dl

Dmc
11-16-98

ARTICLES OF INCORPORATION

OF

THE ALLIS GROUP, INC.

FILED
98 NOV -9 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE ALLIS GROUP, INC.

The principal place of business of this corporation shall be 5845 Collins Ave., Suite # 201, Miami Beach, Florida 33140, and the mailing address shall be 5845 Collins Ave., Suite # 201, Miami Beach, Florida 33140.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5845 Collins Ave., Suite # 201, Miami Beach, Florida 33140, and the name of the initial registered agent of the corporation at that address is Alicia Balius.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will

qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are elected or appointed are:

ALICIA BALIUS
PRESIDENT, SECRETARY,
TREASURER, DIRECTOR

5845 Collins Ave., Suite #
201, Miami Beach, Florida
33140.

EMILIO BALIUS
VICE PRESIDENT, DIRECTOR

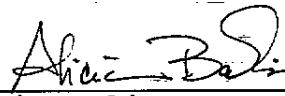
5845 Collins Ave., Suite #
201, Miami Beach, Florida
33140.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALICIA BALIUS
5845 Collins Ave.
Suite # 201
Miami Beach, Florida 33140.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this 25th day of October, 1998.



Alicia Balius

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

ALICIA BALIUS having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent according to Florida Statutes.



Alicia Balius