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EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

November 25, 1998

P98000099785

Via Hand Delivery

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Alleve Investments, Inc.

Ladies and Gentlemen:

On behalf of the above referenced to be formed corporation, I am enclosing with this letter Articles of Incorporation, together with our filing and related fees in the amount \$122.50, representing the following:

(1)	Filing fee for Articles of Incorporation	\$35.00
(2)	Registered Agent Acceptance	\$35.00
(3)	Certified Copy of Articles of Incorporation	<del>\$52.50</del> 875

TOTAL \$122.50 78.75

Please remit to our messenger a certified copy of the Articles of Incorporation upon filing. I appreciate your assistance. Of course, if you have questions, please feel free to contact the undersigned.

Very truly yours,

Joseph R. Panzl

Joseph R. Panzl

JRP:djc  
Enclosures

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-12/01/98--01001--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
NOV 30 PM 4:22  
FILED  
NOV 30 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CALL when ready

**ARTICLES OF INCORPORATION  
OF  
ALLEVE INVESTMENTS, INC.**

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be **ALLEVE INVESTMENTS, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of ten cents (\$0.10) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 111 North Orange Avenue, Suite 900, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Emery H. Rosenbluth, Jr.

**FILED**  
**98 NOV 30 AM 9:24**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Emery H. Rosenbluth, Jr.	111 N. Orange Avenue Suite 900 Orlando, FL 32801

**ARTICLE VII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 4017 Shady Oak Court, Lake Mary, Florida 32746.


**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 25<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
EMERY H. ROSENBLUTH, JR., Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF ORANGE    )


The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of November, 1998, by **EMERY H. ROSENBLUTH, JR.**, as incorporator, who is personally known to me.

  
NOTARY PUBLIC-STATE OF FLORIDA



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, **EMERY H. ROSENBLUTH, JR.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

  
Emery H. Rosenbluth, Jr.

FILED

98 NOV 30 AM 9:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA