

12/09/98

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALI'S ALLEY, INC.

AUDIT NUMBER.....H98000022954

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALI'S ALLEY, INC.

Article I - Name

The name of this corporation is ALI'S ALLEY, INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

Article III - Purposes

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series 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 VI - Initial Registered Office and Agent

The street address of the initial registered office of this
Prepared by: KURT R. KLAUS, JR.
3191 Coral Way, Suite 502 -1-
Miami, Florida 33145
Tel: (305) 461-4447
Fla. Bar No: 299804

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corporation is 3191 Coral Way, Suite 502, Miami, Florida 33145,
and the name of the initial registered agent of this corporation at
that address is KURT R. KLAUS, JR.

Kurt R. Klaus, Jr., Esq.
3191 Coral Way, Suite 502 (Tel: (305) 461-4447)
Miami, Florida 33145 (Fla. Bar #: 299804)

Article VII - Initial Board of Directors

This corporation shall have one director initially. The
number of directors may be either increased or diminished from time
to time by the by-laws but shall never be less than one. The names
and addresses of the initial directors of this corporation are:

RONNIE JACKSON - 100%
President, Vice President,
Secretary, Treasurer
666 NW 50 Street
Miami, Florida 33127

Article VIII - Incorporator

The name and address of the person signing these articles:

RONNIE JACKSON
666 NW 50 Street
Miami, Florida 33127

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

KURT R. KLAUS, JR.
3191 Coral Way, Suite 502
Miami, Florida 33145

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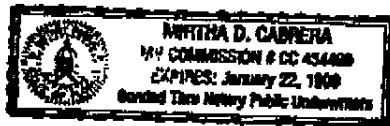
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in the state and county set forth above, personally appeared, RONNIE JACKSON, known to me and known by me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9th day of December, 1998.

Myrick D. Cabrera
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



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TALLAHASSEE, FLORIDA

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