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98 DEC 29 PM 2:04  
FILED  
TALLAHASSEE  
FLORIDA  
STATE

December 23, 1998

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
12-22-98

3000002724599--3  
-12/29/98-01029-018  
\*\*\*\*122.50 \*\*\*\*78.75

RE: Formation of Alsie, inc. 12-22-98

Dear Sir/Madam:

The undersigned attorney represents Alicia Latorre in the formation of the above referenced corporation. Attached please find the Articles of Incorporation, along with a money order payable to Florida Department of State in the amount of \$122.50 (serial number 69551314187).

Thank you in advance for your cooperation. Your prompt attention in this matter will be greatly appreciated. Should you have any questions, feel free to contact the undersigned.

Very truly yours,

*Monica Amor*  
Monica Amor

MA/aq

SHARON

DEC 30 1998

EFFECTIVE DATE  
12-22-98

## ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

### ARTICLE I

#### CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE ALSIS, INC.

### ARTICLE II

#### NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

### ARTICLE III

#### CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

### ARTICLE IV

#### INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED 00/00 (\$100,000.00) DOLLARS.

### ARTICLE V

#### DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN SEVEN (7) CALENDAR DAYS PRIOR TO THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

PRINCIPLE OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

14071 S.W. 78 STREET  
MIAMI, FLORIDA 33183

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ALICIA LATORRE  
14071 S.W. 78 STREET  
MIAMI, FLORIDA 33183

ARTICLE VII

DIRECTOR

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY B-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICES IS AS FOLLOW:

NAME

TITLE

ALICIA LATORRE

PRESIDENT

## ARTICLE IX

### SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

ALICIA LATORRE  
14071 S.W. 78 STREET  
MIAMI, FLORIDA 33183

## ARTICLE X

### PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS, IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

## ARTICLE XI

### AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY FOR THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 23<sup>rd</sup> DAY OF DECEMBER, 1998.

  
ALICIA LATORRE

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
ALICIA LATORRE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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