

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A. -MPM

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

FLORIDA PROFIT CORPORATION OR P.A.

Alvernia Capital Management, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALVERNIA CAPITAL MANAGEMENT, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ALVERNIA CAPITAL MANAGEMENT, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is Suite 281, 7491 N. Federal Highway, C-5, Boca Raton, Florida 33487.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CHARLES B. PEARLMAN, ESQ. FLA. BAR #235547
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 50,000,000 shares of common stock, par value \$.001 per share, and 2,500,000 shares of preferred stock, par value \$.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

William Jackson
Suite 281
7491 N. Federal Highway, C-5
Boca Raton, Florida 33487

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ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation are:

William Jackson
Suite 281
7491 N. Federal Highway, C-5
Boca Raton, Florida 33487

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is William Jackson, Suite 281, 7491 N. Federal Highway, C-5, Boca Raton, Florida 33487.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, effective November 16, 1998, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of January 1999.


William Jackson, Incorporator

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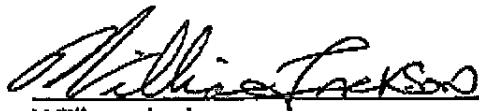
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

ALVERNIA CAPITAL MANAGEMENT, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at Suite 281, 7491 N. Federal Highway, C-5, Boca Raton, Florida 33487, has named William Jackson, whose address is Suite 281, 7491 N. Federal Highway, C-5, Boca Raton, Florida 33487 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


William Jackson

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