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K & K Accounting & Tax Service, Inc.  
4700 N. State Road 7 Suite 221  
Fort Lauderdale, Florida 33319  
(305) 485-5252 Fax (305) 485-4045

January 27, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **UNITED ALLIANCE, INC.** and the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.

*Donna Kent*

Donna Kent,  
Accountant

500002763635-1  
-02/03/99-01060-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*JK*  
*2/5*

ARTICLES OF INCORPORATION  
OF  
UNITED ALLIANCE, INC.

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:  
**UNITED ALLIANCE, INC.**
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

JACK C. MCCAULEY, SR. - SS #264-07-9695  
4800 SOUTHWEST 64 AVENUE  
SUITE 102A  
DAVIE, FLORIDA 33314

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

COLIN MCCAULEY - SS #261-27-7651  
3921 NORTHWEST 78 TERRACE  
HOLLYWOOD, FLORIDA 33024

JACK C. MCCAULEY, SR. - SS #264-07-9695  
304 SOUTH KETCH DRIVE  
SUNRISE, FLORIDA 33326

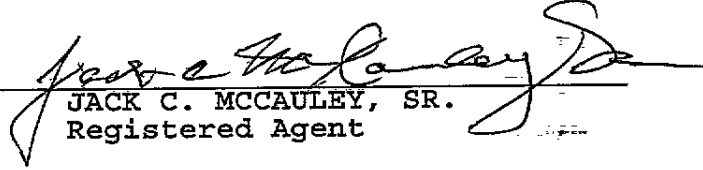
8. The name and address of the initial incorporators is as follows:

COLIN MCCAULEY - 500 SHARES  
EXECUTIVE VICE PRESIDENT AND TREASURER  
3921 NORTHWEST 78 TERRACE  
SUNRISE, FLORIDA 33024

JACK C. MCCAULEY - 500 SHARES  
PRESIDENT AND SECRETARY  
304 SOUTH KETCH DRIVE  
SUNRISE, FLORIDA 33326

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 1-27-, 1999.

  
JACK C. MCCAULEY, SR.  
Registered Agent

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

