

Michael W. Kirshon

Attorney at Law

4901 N.W. 17th Way, Suite 406

Ft. Lauderdale, Florida 33309

Member of the Florida
and New York Bar

*P*99000056099

Telephone: (954) 772-4047

Fax: (954) 772-4370

June 16, 1999

Florida Dept. Of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002908876--6

-06/18/99-01066-022

****122.50 *****78.75

EFFECTIVE DATE

7-1-99

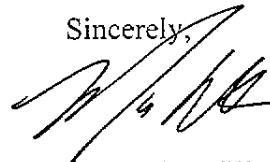
Re: Alpee, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation for the referenced corporation. Please return a certified copy to my office after filing.

My check in the amount of \$122.50 payable to the Florida Secretary of State is enclosed. Thank you for your consideration and assistance.

Sincerely,



Michael W. Kirshon

99 JUN 18 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enc.

D. BROWN JUN 21 1999

ARTICLES OF INCORPORATION

OF

ALPHEE, INC.

EFFECTIVE DATE

2-1-99

FILED
99 JUN 18 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

ALPHEE, INC.

ARTICLE II

Existence

The corporation's existence shall commence on July 1, 1999.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of

THIS INSTRUMENT PREPARED BY:
Michael W. Kirshon, Esq.
Florida Bar No. 291978
4901 NW 17th Way, #406
Fort Lauderdale, FL 33309
954-772-4047

\$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation is 10736 Arnez Road, Jacksonville, Florida 32218, and its mailing address is 10736 Arnez Road, Jacksonville, Florida 32218.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 305 N. Pompano Beach Blvd. #905, Pompano Beach, Florida 33062. The name of the initial registered agent at such office is Genine Thompson.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

ARTICLE VIII

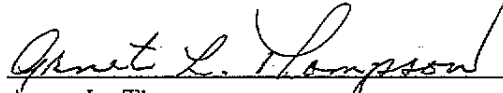
Incorporator

The name and address of the incorporator of the corporation is Arnet L. Thompson, and his

address is 10736 Arnez Road, Jacksonville, Florida 32218.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 8, 1999.


Arnet L. Thompson

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Genine Thompson

FILED
99 JUN 18 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA