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LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW

112 SOUTH HIBISCUS ISLAND

MIAMI, FLORIDA 33139-5130

HILARY LANGEN \*  
ROLAND LANGEN \*  
CHRISTOPHER LANGEN +  
MAX LANGEN \*

TEL. (305) 674-0023  
FAX (305) 674-0022  
MAX@LANGEN.ORG

\* ADMITTED IN FLORIDA AND BRAZIL  
+ ADMITTED IN FLORIDA AND NEW YORK  
\* ADMITTED IN FLORIDA AND BEFORE THE  
U.S. PATENT AND TRADEMARK OFFICE

June 16, 1999

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

700002908667--8  
-06/18/99--01043--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: ALIENWARE TECHNOLOGY, INC.

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$78.75 to cover the costs of the filing fee as well as the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,



Oscar Alvarez  
Legal Assistant

FILED  
99 JUN 18 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GALLMON-CASE JUN 23 1999

FILED  
99 JUN 18 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
ALIENWARE TECHNOLOGY, INC.

ARTICLE I  
NAME

The name of this corporation is ALIENWARE TECHNOLOGY, INC.

ARTICLE II  
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) Shares of stock, at \$1.00 par value.

ARTICLE IV  
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Max Langen, Esq., 112 S. Hibiscus Island, Miami Beach, FL. 33139

ARTICLE V  
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

c/o Max Langen  
112 S. Hibiscus Island  
Miami Beach, FL 33139

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors/incorporator of the corporation and their addresses are:

Nelson Gonzalez  
13398 SW 128 St.  
Miami, FL. 33186

Alex Aguila  
13398 SW 128 St.  
Miami, FL. 33186

Ernesto Cabello  
112 S. Hibiscus Drive  
Miami Beach, FL 33139

Humberto Organvidez  
112 S. Hibiscus Drive  
Miami Beach, FL 33139

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles is:

Nelson Gonzalez  
13398 SW 128 St.  
Miami, FL. 33186

ARTICLE VIII  
INDEMNIFICATION

The corporation shall indemnify any officer, Incorporator or Director or any former officer, Incorporator or Director, to the full extent permitted by law.

ARTICLE IX  
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X  
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 16 th day of JUNE, 1999.

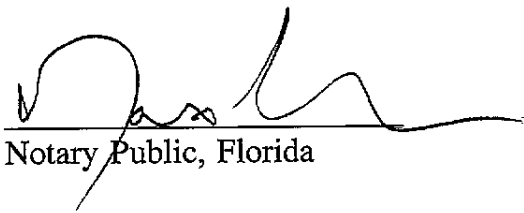
  
\_\_\_\_\_  
Incorporator  
Nelson Gonzalez

STATE OF FLORIDA     )

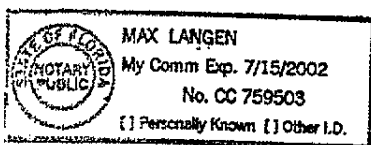
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 16 th day of JUNE 1999, by Nelson Gonzalez who is:

✓ personally known to me; or  
       has produced \_\_\_\_\_ as identification and \_\_\_\_\_  
who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public, Florida

My commission expires:



CONSENT TO CORPORATE ACTION OF  
ALIENWARE TECHNOLOGY, INC.

Max Langen, being the sole director/incorporator of the corporation ALIENWARE TECHNOLOGY, Inc., hereby waives notice of a meeting of the directors and consents to and adopts the following as actions of the corporation as of the date set forth below:

1. RESOLVED, that the officers of the corporation shall be as follows:

*President:	Nelson Gonzalez
Secretary:	Humberto Organvidez
Treasurer:	Nelson Gonzalez
Vice-President:	Alex Aguila
Vice-President:	Ernesto Cabello

2. RESOLVED, that Nelson Gonzalez resigns as incorporator.

3. RESOLVED, that the corporation may open a bank account at a bank chosen by one of the officers and that the corporation hereby adopts any resolution required by said institution. Each officer shall be authorized to sign checks on the account signing individually.

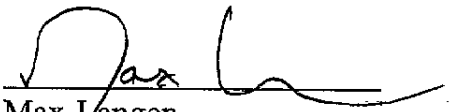
Date: 6/16/, 1999

  
\_\_\_\_\_  
Nelson Gonzalez

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent of ALIENWARE TECHNOLOGY, INC.

This acceptance is dated the 16<sup>th</sup> day of JUNE, 1999.

  
Max Langen

FILED  
99 JUN 18 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA