

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Strategic Alliance Group, Inc.

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ARTICLES OF INCORPORATION
OF
STRATEGIC ALLIANCE GROUP, INC.
A FLORIDA CORPORATION

FILED
99 JUL - 1 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of STRATEGIC ALLIANCE GROUP, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is STRATEGIC ALLIANCE GROUP, INC. and the street address of the initial principal office of the Corporation is 2505 Boca Raton Boulevard, Suite 1, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Twenty Thousand (20,000) shares of One Cent (\$.01) par value Common Stock and Ten Thousand (10,000) shares of One Cent (\$.01) par value Preferred Stock.

PREPARED BY: Laura M. Holm, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 0993646

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast 3rd Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Richard Gladstone

Address2505 Boca Raton Boulevard, Suite 1
Boca Raton, FL 33431ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name

Laura M. Holm

Address100 Northeast 3rd Avenue, Suite 1100
Fort Lauderdale, FL 33301

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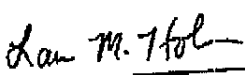
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July 1999.



Laura M. Holm , Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for STRATEGIC ALLIANCE GROUP, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC., Initial
Registered Agent

Dated: July 1, 1999

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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