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99 OCT 29 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 26, 1999

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

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-10/29/99-01043--008
*****78.75 *****78.75

RE: ALLIANCE ASSET MANAGEMENT, INC.

Dear Sir:

Enclosed please find check number 1906 in the amount of \$78.75 payable to your office together with three original Articles of Incorporation establish the above-mentioned corporation. I have enclosed a self addressed stamped envelope for your assistance in returning the registered Articles of Incorporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,


ROBERT CAMBO

RB:lr

Enclosures



ACR

ALLIANCE
COMMERCIAL

8725 N.W. 18TH TERRACE
SUITE 206
MIAMI, FLORIDA 33172

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ARTICLES OF INCORPORATION
FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALLIANCE ASSET MANAGEMENT, INC.

ARTICLE I - NAME

The name of this Corporation is ALLIANCE ASSET MANAGEMENT, INC., with its principal place of business located at 8725 N.W. 18th Terrace, Suite 206, Miami, Florida 33172 and the mailing address of the corporation shall be the same.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The Corporation purpose includes sales and service to engage in any activities or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial registered office of this Corporation shall be at 8725 N.W. 18th Terrace, Suite 206, Miami, Florida 33172, and the initial registered agent of this Corporation at such office shall be Robert Cambo, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than nine (9). The names and addresses of the directors constituting the initial Board of Directors are:

ROBERT CAMBO,
President
Secretary
Treasurer

8725 N.W. 18th Terrace
Suite 206
Miami, Florida 33172

ARTICLE VII - INCORPORATOR

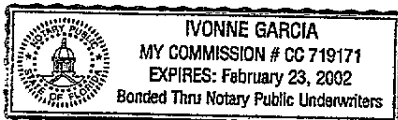
The name and street address of the person signing these Articles of Incorporation is Robert Cambo, 8725 N.W. 18th Terrace, Suite 206, Miami, Florida 33172.


ROBERT CAMBO

STATE OF FLORIDA :

COUNTY OF MIAMI-DADE :

The foregoing Articles of Incorporation of **ALLIANCE ASSET MANAGEMENT, INC.** were acknowledged before me this 26 day of October, 1999, by Robert Cambo as Incorporator.




NOTARY PUBLIC

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALLIANCE ASSET MANAGEMENT, INC., at the place designated in the Articles of Incorporation, ROBERT CAMBO, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

DATE: October , 1999.



ROBERT CAMBO