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LAW OFFICES

DOUGLAS S. GREGORY, P.A.

THE BARRISTERS' BUILDING
505 EAST JACKSON STREET, SUITE 305
TAMPA, FLORIDA 33602
813-275-0404
FAX 813-275-0304
EMAIL DSGPA@concentric.net

November 23, 1999

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*****70.00 *****70.00

Department of State
409 East Gaines Street
Tallahassee, Florida 32399

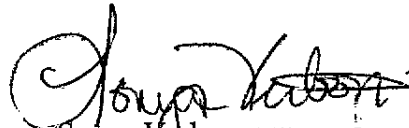
**Re: Articles of Incorporation for Alliance International
Manufacturing, Inc.**

To Whom It May Concern:

Please find enclosed the original Articles of Incorporation for Alliance International Manufacturing, Inc., along with the required \$70.00 filing fee. Please do not hesitate to contact our office should you have any questions concerning these Articles.

Sincerely,

DOUGLAS S. GREGORY, P.A.



Sonya Verboncoeur
Legal Assistant to
Douglas S. Gregory

/sfv
Enclosures

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALLIANCE INTERNATIONAL MANUFACTURING, INC.

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **Alliance International Manufacturing, Inc.**

ARTICLE II

The purpose for which this corporation is organized as follows:

- (a) To provide consulting services to business entities.
- (b) To do all and everything necessary and proper for the accomplishment of the objects

enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The authorized capital stock of the corporation is 7500 shares of common stock with par value of \$0.01 per share, and each share shall entitle the holder thereof to vote at any meeting of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she/he already holds, shall have the right to purchase her/his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the corporation shall be located at P.O. Box 1899, 106 West Belt Avenue, Bushnell, Florida 33513, and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors are as follows:

Vicki L. Chaffee
P.O. Box 1899
106 West Belt Avenue
Bushnell, Florida 33513

A quorum for the transaction of business shall be a majority of the Directors qualified and

acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Vicki L. Chaffee
P.O. Box 1899
106 West Belt Avenue
Bushnell, Florida 33513

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Vicki L. Chaffee, Director/ President/Secretary/Treasurer

ARTICLE IX

The time and place of the annual stockholders' meeting shall be the 1st day of November of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the

Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though her/his own compensation may be the subject of the resolution.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent and registered office of this corporation is Douglas S. Gregory, Douglas S. Gregory, P.A., 505 East Jackson Street, Suite 305, Tampa, Florida 33602.

ARTICLE XIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIV

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.

ARTICLE XV

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniary or otherwise interested in any contract or transaction of this corporation,

provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if she/he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 12 day of November, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.

Vicki L. Chaffee
Vicki L. Chaffee

STATE OF FLORIDA)
)SS:
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared Vicki L. Chaffee, who is the Director/President/Secretary/Treasurer and incorporator of Alliance International Manufacturing, Inc., and who is personally known to me or who produced _____ as identification, and who acknowledged before me that she executed the above Articles of Incorporation on behalf of Alliance International Manufacturing, Inc. for the purposes therein stated.



[Signature]
NOTARY PUBLIC

Expiration Date: 10/04/02

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING

IS SUBMITTED:

FIRST - That Alliance International Manufacturing, Inc. qualifies under the laws of the State of Florida, with its principal place of business in the City of Bushnell, State of Florida, has named Douglas S. Gregory, Douglas S. Gregory, P.A., 505 East Jackson Street, Suite 305, Tampa, Florida 33602, as its agent to accept service of process within Florida.

Alliance International Manufacturing, Inc.,
a Florida corporation

By: Vicki L. Chaffee
Vicki L. Chaffee, Incorporator

DATE: November 12, 1999

ACCEPTANCE OF REGISTERED AGENT

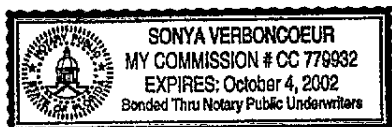
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

By: Douglas S. Gregory
Douglas S. Gregory

DATE: 12 November 1999

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me by Douglas S. Gregory who is
personally known to me or who produced _____ as identification, this 12 day of
November, 1999.



[Signature]
NOTARY PUBLIC

Expiration Date: 12/04/02