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SECRETARY OF STATE
TALLAHASSEE, FL 32301

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U.P.W. SYSTEMS, INC
9900 NW 11 STREET, PLANTATION, FL 33322
954-474-4431

January 13, 2003

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

SUBJECT: INCORPORATION OF
U.P.W. SYSTEMS, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of U.P.W. SYSTEMS, INC. and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certificate Copy	Filing Fee, Certificate Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: RAYMOND A. BALLOTTA
Name (Printed or typed)

9900 NW 11 STREET
Address

PLANTATION, FLORIDA 33322
City, State & Zip

954-474-4431
Daytime Telephone Number

ARTICLES OF INCORPORATION
OF
U.P.W. SYSTEMS, INC.

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

ARTICLE I - NAME

The name of the corporation shall be: U.P.W. SYSTEMS, INC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
9900 NW 11 STREET, PLANTATION, FL 33322

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
one hundred (100) of no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

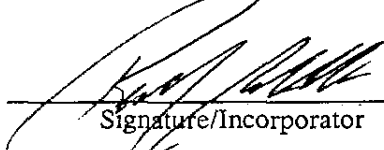
The name and Florida street address of the initial registered agent are: RAYMOND A. BALLOTTA at
9900 NW 11 STREET, PLANTATION, FLORIDA 33322

ARTICLE V - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:
RAYMOND A. BALLOTTA at 9900 NW 11 STREET, PLANTATION, FLORIDA 33322

ARTICLE VI - DIRECTOR

The corporation shall have one (1) director, and the initial director shall be:
PAUL RAINONE at 9900 NW 11 STREET, PLANTATION, FLORIDA 33322

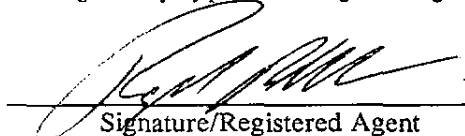


Signature/Incorporator

1-13-03

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

1-13-03

Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA