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From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
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FLORIDA PROFIT CORPORATION OR P.A.

ROCKWELL GENERAL DEVELOPMENT CORP.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

B. McKnight AUG 02 1999

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

July 30, 1999

FAS-T CORP

SUBJECT: ROCKWELL GENERAL DEVELOPMENT CORP.  
REF: W99000017739

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ARTICLES OF INCORPORATION  
OF  
ROCKWELL GENERAL DEVELOPMENT CORP.

ARTICLE I - CORPORATE NAME

The name of this Corporation is: ROCKWELL GENERAL DEVELOPMENT CORP.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all businesses permitted under the Laws of the State of Florida.

At the present time, the corporation will be in the contracting and/or subcontracting of underground cable/conduit construction for various utility companies.

The corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property; real, personal or mixed; as the purposes of the corporation whether express or implied shall require; publish newspapers, pamphlets, books and magazines; associate itself with other persons, corporate or natural, for the purpose of becoming a member of an in otherwise associating itself with other corporations or association of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to corporations as now existing, or as the law may henceforth provide, as from time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

ARTICLE III - CAPITAL STOCK

The maximum number to shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (10,000) shares of common stock having a par value of (\$1.00) per share.

ARTICLE IV - TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - REGISTERED AGENT, INITIAL REGISTERED OFFICE,  
PRINCIPAL OFFICE AND MAILING ADDRESS

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Jose Manuel Lizano, Jr. 8249 N.W. 36TH STREET, SUITE 209-B,  
MIAMI, FL. 33166

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

The Principal Office and Mailing Address of the Corporation shall be 8249 N.W. 36th Street, Suite 209-B, Miami, FL 33166.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have (3) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTOR(S)

The names of the initial director of this Corporation their

street addresses is:

| <u>NAME</u>             | <u>ADDRESS</u>                            | <u>TITLE</u>                 |
|-------------------------|---|------------------------------|
| Jose Manuel Lizano, Jr. | 7793 West 15th Court<br>Hialeah, FL 33014 | President                    |
| Roberto Martin-Perez    | 3346 Torremogos<br>Miami, FL 33178        | Executive Vice-<br>President |
| Jose Rene Blanco        | 1080 S.E. 9th Avenue<br>Hialeah, FL 33010 | Vice-President               |

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occur first.

#### ARTICLE VIII - INCORPORATORS

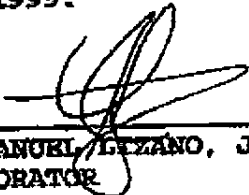
The name and street address of the person signing this Article of Incorporation as the Incorporator(s) is:

| <u>NAME</u>             | <u>ADDRESS</u>                            |
|-------------------------|---|
| Jose Manuel Lizano, Jr. | 7793 West 15th Court<br>Hialeah, FL 33014 |
| Roberto Martin-Perez    | 3346 Torremogos<br>Miami, FL 33178        |
| Jose Rene Blanco        | 1080 S.E. 9th Avenue<br>Hialeah, FL 33010 |

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 4th day of July, 1999.

  
\_\_\_\_\_  
JOSE MANUEL LIZANO, JR.  
INCORPORATOR

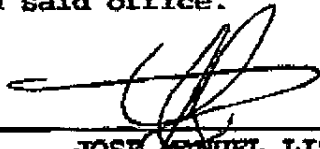
  
\_\_\_\_\_  
ROBERTO MARTIN-PEREZ  
INCORPORATOR

  
\_\_\_\_\_  
JOSE RENE BLANCO  
INCORPORATOR

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOSE MANUEL LIZANO, JR.  
INCORPORATOR  
REGISTERED AGENT

STATE OF FLORIDA )  
                          )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, JOSE MANUEL LIZANO, JR., ROBERTO MARTIN-PEREZ, and JOSE RENE BLANCO, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 4th day of July, 1999.

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SWORN TO AND SUBSCRIBED before me on this 4th day of July, 1999, and  
I relied upon their respective Florida Driver's Licenses as  
identification.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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