

Division of Corporations

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Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305)358-2571  
Fax Number : (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

ROGER TRANSMISSION CORPORATION

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

The undersigned does hereby execute, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **ROGER TRANSMISSION CORP.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

Roger Transmission Corporation  
7111/7137 North Miami Avenue  
Miami, Florida 33150

ARTICLE III

This corporation's existence shall be effective on the date of subscription and acknowledgment of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to conduct all lawful business permitted to it under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE	CLASS OF STOCK
One hundred (100)	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or

These articles prepared by:  
M.J. Ejenbaum, Esq.  
12865 West Dixie Highway-2nd Floor  
North Miami, FL 33161  
(305) 899-8588

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Roger Transmission Corporation  
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services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Name	Address
Higinia Ortega	7111/7137 North Miami Avenue Miami, FL 33150

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified shall be:

Name	Address
Higinia Ortega	7111/7137 North Miami Avenue Miami, FL 33150

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now

*These articles prepared by:*  
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existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these Articles, hereby declaring and certifying that the facts stated herein are true and correct.

Dated this 2nd day of March, 2000

Higinia Ortega  
INCORPORATOR, Higinia Ortega

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48, FLORIDA STATUTES, the following is submitted in compliance with said law: ROGER TRANSMISSION CORP., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 7111/7137 North Miami, FL 33150 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of this Act relative to keeping said office open.

Dated this 2nd day of March, 2000

Higinia Ortega  
HIGINIA ORTEGA

These articles prepared by:  
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