

P00000031525

SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

FILED

00 MAR 23 PM 12: 59

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (305) 374-7700  
TELECOPIER (305) 374-4890

March 22, 2000

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Articles of Incorporation  
DCT Technologies, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of DCT Technologies, Inc., along with a check in the amount of \$78.75. Please return the certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call. 500003181805--2  
-03/23/00--01093--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

*Maria M. Rojas*  
Maria M. Rojas for  
Thomas R. Spencer, Jr.

Enclosures  
TRS:mmr

GH 3/29/00

**ARTICLES OF INCORPORATION  
OF  
DCT TECHNOLOGIES, INC.**

FILED

00 MAR 23 PM 1:00

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

**ARTICLE I**

**NAME**

The name of the corporation is DCT Technologies, Inc. and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

**ARTICLE II**

**DURATION**

The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 600. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is Thomas R. Spencer, Jr.

## ARTICLE VI

### DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Thomas R. Spencer, Jr.  
801 Brickell Avenue  
Suite 1901  
Miami, Florida 33131

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator are:

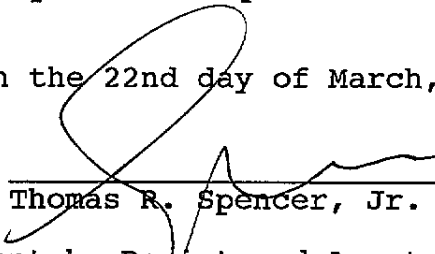
Thomas R. Spencer, Jr.  
Suite 1901  
801 Brickell Avenue  
Miami, Florida 33131

## ARTICLE VIII

### INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

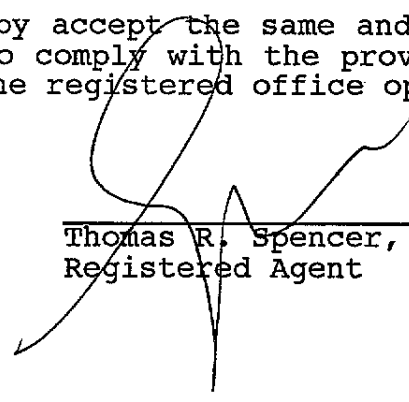
Executed by the undersigned on the 22nd day of March, 2000.

  
\_\_\_\_\_  
Thomas R. Spencer, Jr.

### Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of

Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Thomas R. Spencer, Jr.  
Registered Agent

FILED

00 MAR 23 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA