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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
5-20-00

FILED
00 MAY 25 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT. ALSFAB Engineering, Inc.
(Proposed corporate name - must include suffix)

100003266321--2
-05/25/00--01037--005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

 \$70.00
Filing Fee

 \$78.75
Filing Fee &
Certificate

 X \$78.75
Filing Fee &
Certified Copy

 \$87.50
Filing Fees,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cristina Espinosa-Mendoza, C.P.A.
Name (Printed or typed)
8325 SW 54 AVE
Address
Miami, FL 33143
City/State/Zip
(305) 666-3924
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.
ARTICLES OF INCORPORATION

RECEIVED JUN 5 2000

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I
NAME**

EFFECTIVE DATE
5-20-00

The name of the corporation shall be:

ALSFAB Engineering, Inc.

**ARTICLE II
PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Manuel Vigil
6825 SW 81st Street
Miami, FL 33143

**ARTICLES IV
OFFICER(S)**

The officers of the Corporation shall be:

| | |
|------------|--------------|
| President: | Manuel Vigil |
| Secretary: | Manuel Vigil |
| Treasurer: | Manuel Vigil |

Whose address shall be the same as the principle office of the Corporation.

SECRETARY OF STATE
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ARTICLE V DIRECTOR(S)

The Director(s) of the Corporation shall be:

Manuel Vigil

whose address shall be the same as the principal office of the Corporation.

ARTICLE VI CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is no less than:

100 SHARES OF ONE DOLLAR (\$1.00) EACH

ARTICLE VIII
SHAREHOLDER'S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX
POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X
TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI
REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of ALSFAB Engineering, Inc., this Corporation is located at 6825 SW 81st Street. The name and address of the registered agent of this Corporation is ALSFAB Engineering, Inc., 6825 SW 81st Street, Miami, FL 33143.

ARTICLE XIII

BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude

the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation of the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

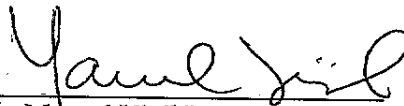
ARTICLE XVI EFFECTIVE DATE

These Articles of Incorporation shall be effective May 20, 2000

ARTICLE XVII AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this day of May 20th of the year 2000.


Manuel Vigil Incorporator

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this day, the 20th of May of the year 2000.

(An additional article must be added if an effective date is requested.)


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is ALSFAB Engineering, Inc.
2. The name and address of the registered agent and office is: Cristina Espinosa-Mendoza, C.P.A., 8325 SW 54th Avenue, Miami, FL 33143.

Cristina Espinosa-Mendoza, C.P.A.
(NAME)

8325 SW 54th Avenue
(PO Box or Mail Drop Box **NOT** acceptable)

Miami, FL 33143
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 25 PM 2:27

FILED

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.

Cristina Espinosa-Mendoza CPA
(SIGNATURE)

5/20/00
(DATE)

DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314