

BND *Title Services, Inc.*

P010000061976

10240 Miller Drive
Suite 108
Miami, Florida 33165

Phone (305) 271-0417
Fax (305) 273-4297
<http://www/bndtitle.com>

VIA FEDERAL EXPRESS

June 4, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
AC and DC Specialists, Inc.

500004432855--2
-06/20/01--01080--002
*****97.50 *****87.50

Dear Sir/Madam:

Enclosed please find our check in the amount of \$97.50 to cover the cost of filing the attached articles of incorporation and a stamped self-address envelope for return of same.

Please contact us with any questions.

Thank you.

Frank R. Rojas

/FRR

Encl.

FILED
01 JUN 20 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 6/21

**ARTICLES OF INCORPORATION
OF
AC and DC SPECIALISTS, INC.**

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation

ARTICLE ONE - NAME

The name of this corporation is: AC and DC SPECIALISTS, INC.

ARTICLE TWO - PRINCIPLE ADDRESS

The principal address of the Corporation is: 15973 Southwest 54th Terrace, Miami, Florida 33185.

ARTICLE THREE - DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR - PURPOSE

The Corporation may engage in any legal business in the State of Florida.

ARTICLE FIVE - CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is One Hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00) each.

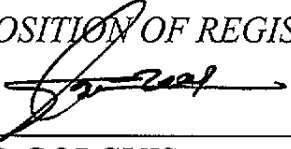
The consideration for all of the said stock shall be payable in cash, property, real or personal, equipment and materials, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors, of the corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the By-Laws.

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ARTICLE SIX - REGISTERED OFFICE

The stree address of the initial registered office of the corporation shall be: 15973 Southwest 54th Terrace, Miami, Florida 33185 and the name of the initial Registered Agent as such address is:

JAVIER GORGUIS
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:



JAVIER GORGUIS

ARTICLE SEVEN - PREEMPTIVE RIGHTS

The shareholders shall have preemptive rights.

ARTICLE EIGHT - DIRECTORS

The corporation shall have two (2) Directors initially. The number of directors may be increased of diminished from time to time as provided for by the By-Laws.

The names and addresses of the initial directors of the first Board of Directors shall be as follows:

<u>NAME</u>	<u>Address</u>
ERNESTO GORGUIS	15973 Southwest 54 th Terrace Miami, Florida 33185
JAVIER GORGUIS	15973 Southwest 54 th Terrace Miami, Florida 33185

ARTICLE NINE - INCORPORATOR

The name and address of the person signing these Articles is:

Ernesto Gorguis	15973 SW 54 th Terrace
Javier Gorguis	Miami, Florida 33185

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TALLAHASSEE, FLORIDA

ARTICLE TEN - BY-LAWS

The power to adopt, alter, amend and repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE ELEVEN - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number his share, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE TWELVE - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE THIRTEEN - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE FOURTEEN - CONTRACT

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation

or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE FIFTEEN - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

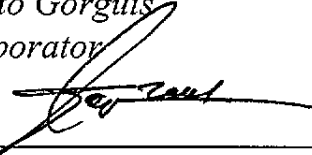
ARTICLE SIXTEEN - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 6 day of June, 2001



Ernesto Gorguis
Incorporator

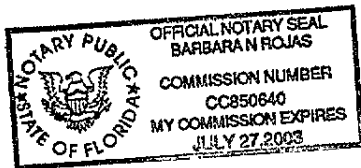


Javier Gorguis
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this 6 day of June, 2001, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ernesto Gorguis and Javier Gorguis, known to me to be the person whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Miami-Dade County, Florida.





NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

**CERTIFICATION 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 designation of the registered office/registered agent, in the State of Florida.

The name of the corporation is:

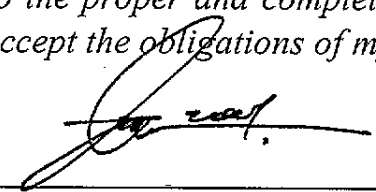
AC and DC SPECIALISTS, INC.

The name and address of the registered agent and office is:

*Javier Gorguis
15973 Southwest 54th Terrace
Miami, Florida 33185*

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TALLAHASSEE, FLORIDA

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.



Javier Gorguis

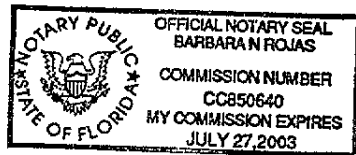
6/6/01

Date

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this 6 day of June, 2001, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Javier Gorguis known to me to be the person whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Miami-Dade County, Florida.





NOTARY PUBLIC, State of Florida
At Large

My Commission Expires: