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ROBERT ADER
ELIZABETH B. HITT

February 28, 2002

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
2-26-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -4 AM 11:03

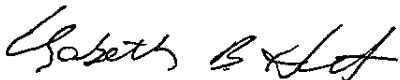
Re: Asset Control Systems, Inc.

Dear Secretary:

Enclosed herewith please find original and two (2) copies of Articles of Incorporation and a check in the amount of \$78.75 representing your filing fee.

If you should have any questions please do not hesitate to contact me.

Very truly yours,



ELIZABETH B. HITT

EBH/mr
Enclosure(s)

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-03/04/02--01035--005
*****78.75 *****78.75

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ARTICLES OF INCORPORATION

OF

ASSET CONTROL SYSTEMS, INC.

The undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, hereby makes, subscribed, acknowledges and filed the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation shall be:

ASSET CONTROL SYSTEMS, INC.

EFFECTIVE DATE
2-26-02

ARTICLE II
ADDRESS

The following is the post office address of this Corporation:

782 N.W. LeJune Road, Suite 200
Miami, Florida 33126

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR - 4 AM 11:08

ARTICLE III
DURATION

This Corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV
PURPOSE

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

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent is an individual resident of the state whose name is set forth below:

ELIZABETH B. HITT, ESQ.

The business address of the registered agent and the initial registered office of this corporation is as follows:

100 S.E. 2nd. Street, Suite 3550
Miami, Florida 33131

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation will have two (2) Director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director(s) of this corporation is/are:

1. Robert M. Waldhuber
782 N.W. LeJune Road, Suite 200
Miami, Florida 33126
2. Jack D. Hall
21252 Mt. Aetna Road
Hagerstown, Maryland 21742
- 3.

ARTICLE VIII
SUBSCRIBERS

The following is the name and address of the subscriber of these Articles of Incorporation:

Robert M. Waldhuber
782 N.W. LeJune Road, Suite 200
Miami, Florida 33126

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of February, 2002.

Robert M. Waldhuber

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS/HIS/HER DUTIES.

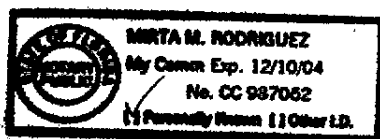
DATED this 26th day of February 2002.

James B. Huff

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared Robert M. Waldhuber, known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Asset Control System, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Miami, Florida aforesaid, this 26th day of February, 2002.



Marta M. Rodriguez
NOTARY PUBLIC, State of Florida

My commission expires:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -4 AM 11:08