

Division of Corporations

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Division of Corporations
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ISI Engineering Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ISI ENGINEERING INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is ISI Engineering Inc.

The corporation's initial principal place of business shall be: 757 N.W. 27th Avenue, Suite 203, Miami, Florida 33125.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within five (5) days thereafter.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

This Instrument Prepared by:
Hillary K. Rodriguez, Esq.
Gunster, Yoakley, & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Florida Bar No. 0126268

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Article IV

Mailing Address

The initial mailing address of the corporation is P.O. Box 521894, Miami, Florida 33152-1894.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 757 N.W. 27th Avenue, Suite 203, Miami, Florida 33125, and the name of the initial registered agent of this corporation at that address is: Javier I. Rodriguez, P.A.

Article VII

Directors

(a) Number. The corporation shall have one director initially. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The initial director of the corporation is:

Isidoro L. Rodriguez
757 N.W. 27th Avenue, Suite 203
Miami, Florida 33125

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(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

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Article IXBylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XIncorporator

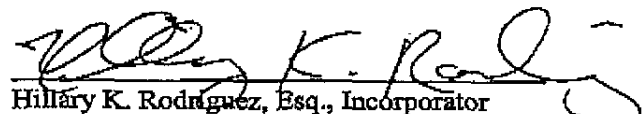
The name and street address of the incorporator of this corporation are:

Hillary K. Rodriguez, Esq.
c/o Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

Article XIAmendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 7th day of May, 2003.


Hillary K. Rodriguez, Esq., Incorporator

05/07/03 11:13 FAX 3053786010

GY&S, P.A.

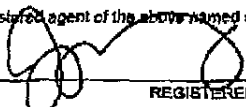
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ACCEPTANCE BY REGISTERED AGENT

Name and Address of Current Registered Agent		
Name	Javier I. Rodriguez, P.A.	
Street Address (P.O. Box Number Is Not Acceptable)	757 N.W. 27th Avenue	
Suite, Apt. #, Etc.	Suite 203	
City	Miami	State FL
		Zip Code 33125

I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of section 607.0505 or 617.0503, F.S.

Signature of Registered Agent  President Date 5/7/03

REGISTERED AGENT MUST SIGN

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TALLAHASSEE FLORIDA

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