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FLORIDA PROFIT/NON PROFIT CORPORATION

all-star signal corporation

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL-STAR SIGNAL CORPORATION

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **ALL-STAR SIGNAL CORPORATION**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the principal office of the corporation is 6024 S.W. 26th STREET, SUITE 109, MIRAMAR, FLORIDA 33023

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue SIX Thousand (6,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

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ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 6024 S.W. 26th STREET, SUITE 109, MIRAMAR, FLORIDA 33023 and the registered agent at that office is NAYAA I. LACY.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have SIX (6) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

NAYAA I. LACY, PRESIDENT 6024 S.W. 26 th STREET, SUITE 109 MIRAMAR, FLORIDA 33023	HENRY MICHEL, VICE PRESIDENT 1640 N.W. 131 st STREET MIAMI, FLORIDA 33167
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BYRON RICKETTS, SECRETARY 3226 N.W. 204 th TERRACE, OPA-LOCKA, FLORIDA 33056	FRANKLIN BIVINS, TREASURER 21100 N.W. 30 th AVENUE, CAROL CITY, FLORIDA 33056
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JORGE SIERRA 3901 S.W. 160 th AVENUE MIRAMAR, FLORIDA, 33027	THEOPHANE AMBROISE 2727 N. ANDREWS AVENUE, # 112 WILTON MANOR, FLORIDA 33311
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ARTICLE IX: INCORPORATOR

The incorporator(s) of the Corporation are as follows:

NAYAA I. LACY
President
6024 S.W. 26th STREET, SUITE 109
MIRAMAR, FLORIDA 33023

IN WITNESS WHEREOF, I, **NAYAA I. LACY**, the undersigned incorporator, have signed these Articles of Incorporation on this 23rd day of MAY, 2006, and acknowledged the same to be my act.



NAYAA I. LACY

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That ALL-STAR SIGNAL CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIRAMAR, County of BROWARD, State of Florida, has named NAYAA I. LACY at, 6024 S.W. 26TH STREET, SUITE 109, in the City of MIRAMAR, County of BROWARD, State of Florida, as It's agent to accept service of process within this state.

Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: Nayaa I. Lacy
NAYAA I. LACY

DATE: May 23, 2006

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