

P95000011550

February 8th, 1995

State of Florida
Department of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

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-02/09/95--0117--007
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To Whom It May Concern:

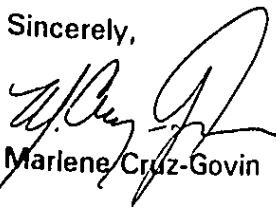
Please find enclosed the Articles of Incorporation of F and D Govin, Inc.

Since I need the Corporation established as soon as possible, please use my Federal Express account number when replying back to me. My Federal Express number is:

1726-99-35-9.

Thank You very much for your help.

Sincerely,


Marlene Cruz-Govin

1726-99-35-9 2/8/95 ||||
MARLENE CRUZ-GOVIN 305 558-4811
West Cables Management
1627 BRICKELL AVE #1903
MIAMI FL 33129

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2-10-95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

F AND D GOVIN, INC.

ARTICLE I

The name of this corporation shall be

F AND D GOVIN, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

This corporation is authorized to issue hundred (100) shares of \$ 1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V

The street address of this corporation and the initial registered office of this corporation is 1627 Brickell Avenue, Suite 1903 Miami, Florida, 33129 and the name of the initial registered agent of this corporation at that address is Marlene Cruz-Govin.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of the Corporation is(are)

Marlene Cruz-Govin

1627 Brickell Avenue, Ste 1903
Miami , Fl. 33129

ARTICLE VIII

1. The initial bylaws of this corporation shall be adopted by the board of directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter, or repeal any bylaws adopted by the directors. The directors may not alter, amend or repeal any bylaws adopted by the stockholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

2. Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors, shall be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect on insufficiency of notice.
3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his being or having been a director or officer of the corporation, said costs and expenses to include attorneys' fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he or she finally be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.
4. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a stockholder or director is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified or approved by either: (a) a vote of the majority of the outstanding shares of stock in the corporation entitled to vote; or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no

director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

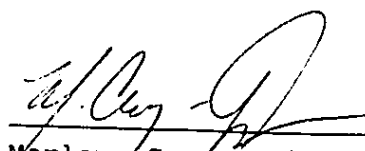
ARTICLE IX

The name(s) and address(es) of the person (s) signing these articles is (are):

Marlene Cruz-Govin

1627 Brickell Avenue, Ste 1903
Miami , Fl. 33129

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these articles of incorporation this 8th day of February 1995.




Marlene Cruz-Govin

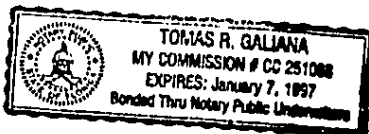
STATE OF FLORIDA -
COUNTY OF DADE -

Before me a notary public authorized, to take acknowledgments in the state and county set forth above, personally appeared Marlene Cruz-Govin to be person (s) who executed the foregoing articles of incorporation, and he/she (they) acknowledged before me that he/she (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal, in the state and county aforesaid, this 8th day of February 1995.



NOTARY PUBLIC
State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

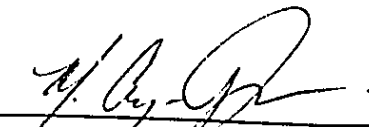
F AND D GOVIN, INC.

Desiring to organize or qualify under the laws of the State of Florida with it's principal place of business in the City of Miami, County of Dade, State of Florida, has named Marlene Cruz-Govin as it's agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8th day of February 1994



RESIDENT AND REGISTERED AGENT.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA