

W95000019965

MS. NIURCA I. TORRES
c/o 510 N.W. 33rd Avenue
MIAMI, FLORIDA 33135
(305) 541-7341

March 6, 1995

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: THE AMERICAS POWER EXPORT, INC.
Reference No. : W95000004472
Letter No. : 195A00008939

RECEIVED
MAR 10 1995
FBI - MIAMI

Dear Sir/Madam:

Enclosed please find corrected original and copy of Articles of Incorporation regarding SCIENTIFIC CLININC, INC. for the filing and a return copy of the issued article. Also enclosed is our check in the sum of \$122.50 representing your fee for same.

Should you have any questions or comments, please do not hesitate to contact me at (305) 541-7341.

Sincerely,

Niurca I. Torres
NIURCA I. TORRES
Encls.

5025
W95-2472



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 28, 1995

NIURCA I. TORRES
% 510 NW 33RD AVE.
MIAMI, FL 33135

SUBJECT: THE AMERICAS POWER EXPORT, INC.
Ref. Number: W95000004472

We have received your document for THE AMERICAS POWER EXPORT, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

In Article V you have listed two addresses for the registered office. Please correct Article V giving one address for the registered office. The registered office address must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 195A00008939

FILED
OFFICE OF SECRETARY OF STATE
531128-9 PM 12:50

ARTICLES OF INCORPORATION
OF
THE AMERICAS POWER EXPORT, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is THE AMERICAS POWER EXPORT, INC., 510 N.W. 33rd Avenue, Miami, Florida 33135.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

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

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 60 shares of Common Stock of a par value of NONE. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 12:50

ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is 841 N.E. 137th Street, North Miami, Florida 33161. The name of the initial registered agent of this corporation is NIURCA I. TORRES, of 841 N.E. 137th Street, North Miami, Florida 33161.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have Four (4) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The names and street addresses of the initial director(s) of this corporation are NIURCA I. TORRES, of 841 N.E. 137th Street, North Miami, Florida 33161, President, JUAQUIN A. MONTOYA, of 980 N.E. 78th Street, Miami, Florida 33138, Vice President, ROBERTO CHAVEZ, 15102 S.W. 72nd Street, Apartment #164, Miami, Florida 33193, Secretary, and LUIS CARDONA, 980 N.E. 78th Street, Miami, Florida 33138, Treasurer.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation is NIURCA I. TORRES, 841 N.E. 137th Street, North Miami, Florida 33161.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

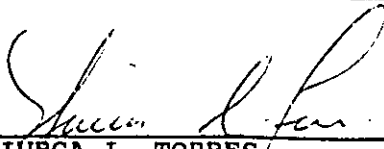
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said

corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 22nd day of February, 1995.

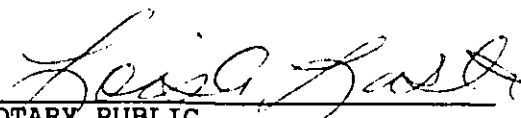


NIURCA I. TORRES

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

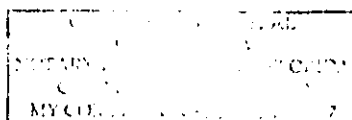
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared NIURCA I. TORRES, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22nd day of February, 1995.



NOTARY PUBLIC
State of Florida

My Commission Expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, THE AMERICAS POWER EXPORT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has designated NIURCA I. TORRES of 841 N.E. 137th Street, North Miami, Florida 33161, as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

NIURCA I. TORRES
Registered Agent

05/07/88-9 PM 12:50