

9500053919

FLORIDA DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
401 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (850) 482-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
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MIAMI, FL 33135-3701-0000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METRO-COMP, INC.

(12)

ARTICLE I

NAME AND PRINCIPAL OFFICE/MAILING ADDRESS

The name of this Corporation is METRO-COMP, INC., and its mailing address shall be
108 SOUTH MIAMI AVENUE, SUITE #200, MIAMI, FLORIDA 33130.

108
S. MIAMI
AVENUE
SUITE #200
MIAMI, FLORIDA
33130
FL

ARTICLE II

DURATION

This Corporation is to have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, ONE DOLLAR
AND NO CENTS (\$1.00) par value. All such shares are of one class and are common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is One International
Place, 100 S.E. Second Street, Suite 3320, Miami, Florida 33131. The name of the initial
registered agent of the Corporation at that address is NORMAN C. POWELL.

Norman C. Powell, Esq.
100 SE 2nd St. # 3320
Miami, FL 33131
(305) 374.2846
FL. Bar No. 870584

ARTICLE VI
PREFERENCES - LIMITATIONS AND RELATIVE
RIGHTS OF SHARES OF CAPITAL STOCK

No holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

ARTICLE VII
LIMITATION ON TRANSFER OF SHARES

In the event a shareholder desires to sell his or her shares of stock, the same must first be offered for sale to the remaining shareholders upon the same price, terms and conditions as offered to a third party. This restriction shall not apply in the event the shareholder is a natural person and intends to sell or transfer his or her shares to an immediate member of the shareholder's family. Nor shall this restriction apply to a corporate shareholder in the event said corporate shareholder intends to sell or transfer its shares to its own shareholders.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are as follows:

1. Norman C. Powell
100 S.E. Second Street
Suite 3320
Miami, Florida 33161
2. Parnit Surana
108 South Miami Avenue
Miami, Florida 33130

ARTICLE IX
INCORPORATORS

The names and addresses of the person signing these Articles of Incorporation are:

1. Norman C. Powell
100 S.E. Second Street
Suite 3320
Miami, Florida 33161
2. Parnit Surana
108 South Miami Avenue
Miami, Florida 33130

ARTICLE X
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the

Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(1) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them or both, on the application of this Corporation any creditor or stockholder hereof, or any receiver or receivers appointed for this Corporation under the applicable provisions of the laws of the State of Florida any court of equitable jurisdiction in the State of Florida may order a meeting of the creditors or class of creditors, the stockholders or any class of stockholders of this Corporation, or both, as the case may at such time and in such manner as the said court may direct. If a majority representing three fourth in value of the creditors or class of creditors, in number shares or classes of shares of this Corporation, or both as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation, as the case may be, the said compromise, arrangement or reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, on all stockholders or class of stockholders of this Corporation, or both as the case may be, and also on this Corporation.

(2) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws.

(3) The original By-Laws of the Corporation shall be adopted by the incorporators.

(4) Any action properly taken by the stockholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action at any such meeting consent in writing to any such corporate action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida General Corporation Act. Prompt notice shall be given to all stockholders entitled to vote on any such action or the taking of such action without a meeting and by less than unanimous written consent.

(5) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at, or participates in, the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of the quorum at the meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(d) (a) The Corporation shall have power to indemnify 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of 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 if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof.

Such determination shall be made by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

(f) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

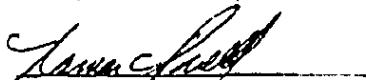
(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article XI.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 12 day of July, 1995.



Norman C. Powell


Punit Surana

H9500007736

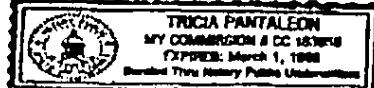
STATE OF FLORIDA))
COUNTY OF DADE) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Triniti Surana, _____, known to me and known by me to be the persons who have executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 12th day of July, 1995.

Notary Public, State of Florida

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

METRO COMP. INC

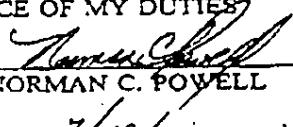
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, FLORIDA HAS NAMED
NORMAN C. POWELL, INTERNATIONAL PLACE, 100 S.E. SECOND STREET, SUITE
3320 MIAMI, 33131, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: 
NORMAN C. POWELL

DATE: 7/12/ 1995

TITLE: Subscriber to Articles of
Incorporation

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I,
NORMAN C. POWELL, HEREBY AGREE TO ACT IN THAT CAPACITY AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
NORMAN C. POWELL

DATE 7/12/ 1995

95 JUL 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TOTAL P. 12