

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9971
(800) 222-9971

800-342-8086



ACCOUNT NO. 1 072100000032

REFERENCE : 678591 8776A

AUTHORIZATION : *Patricia Pizarrro*

COST LIMIT : \$ 122.50

ORDER DATE : September 12, 1995

ORDER TIME : 11:0 AM

ORDER NO. : 678591

100001582701

CUSTOMER NO: 8776A

CUSTOMER: Ms. Diana M. Pizarro
COLL DAVIDSON CARTER SMITH
SALTER AND BAKETT, P.A.
3200 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: U.S. SEAL, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN SEP 13 1995

FILED
95 SEP 12 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U.S. SEAL, INC.

FILED
95 SEP 12 AM 8 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of U.S. SEAL, INC., a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:
U.S. SEAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no-par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Registered Agent of this Corporation is:

Carmela Pando
6401 S.W 118th Avenue
Miami, Florida 33183

The mailing address of the corporation is:

U.S. Seal, Inc.
6401 S.W. 118th Avenue.
Miami, Florida 33183

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Carmela Pando	6401 S.W. 118th Avenue Miami, Florida 33183
Marcia Rodriguez	6401 S. W. 118th Avenue Miami, Florida 33183
Emilio Pando	6401 S.W. 118th Avenue Miami, Florida 33183
Juan C. Rodriguez	6401 S.W. 118th Avenue Miami, Florida 33183

ARTICLE VII – POWER TO ADOPT, AMEND, OR REPEAL THE BY-LAWS

The Board of Directors shall have the power to adopt, amend , or repeal the bylaws.

ARTICLE VIII – DIRECTOR LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 607.0834 of the Florida Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX – DIRECTOR INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote or stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding 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.

ARTICLE X - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:


Name

Address

Carmela Pando

6401 S.W. 118th Avenue
Miami, FL 33183

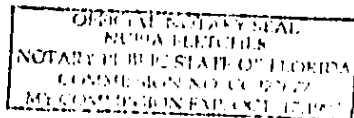
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of September, 1995.


Carmela Pando

STATE OF FLORIDA)
) 188
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of September, 1995 by Carmela Pando, being either known to me or identified by virtue of ELDL.

Nubia Fletcher
Notary Public



[Notary Seal]

Printed Name of Notary:

Nubia Fletcher

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
U.S. SEAL, INC.**

FILED
95 SEP 12 AM 8 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501 , the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

6401 S.W. 118th Avenue
Miami, Florida 33183

has named:

CARMELA PANDO

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Registered Agent