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TALLAHASSEE, FL 32304
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P95000070671

ACCOUNT NO. : 07.10000000.12

REFERENCE : 676700 11200A

AUTHORIZATION :

COST LIMIT : \$150,000.00 *John P. Pyle*

ORDER DATE : September 8, 1995

ORDER TIME : 10:30 AM

ORDER NO. : 676700

CUSTOMER NO: 11200A

CUSTOMER: Garland Hogan, Esq
HOGAN & SHAW

Second Floor
300 East Las Olas Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: AMERICAN TECHNOLOGY, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

SEP 8 1995 BSB

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SEP 13 PM 4:20

W95-18168



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

September 8, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN TECHNOLOGY, INC.
Ref. Number: W95000018168

We have received your document for AMERICAN TECHNOLOGY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 695A00041638

ARTICLES OF INCORPORATION
OF

UNITED TECHNOLOGY OF AMERICA, INC.

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The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is United Technology of America, Inc.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock of the par value of ten cents (.10) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500 (five hundred) dollars.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 208 S.W. 2nd. Street, Fort Lauderdale, FL.

ARTICLE SEVEN

The number of directors of the corporation will not be less than two.

ARTICLE EIGHT

The names and street addresses of the members of the first Board of Directors are:

Angelo Bondi
390 Racquet Club Road, Apt. 104
Fort Lauderdale, Florida

Piergiorgio Ceciarelli
801 N.E. 1st. Street, Apt. #5
Fort Lauderdale, Florida

ARTICLE NINE

The names and street addresses of each subscriber to the Articles of Incorporation are:

Angelo Bondi
390 Racquet Club Road, Apt. 104
Fort Lauderdale, Florida

Piergiorgio Ceciarelli
801 N.E. 1st. Street, Apt. #5
Fort Lauderdale, Florida

ARTICLE TEN

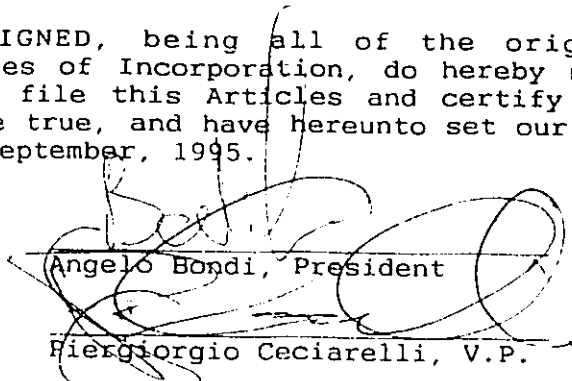
The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Piergiorgio Ceciarelli. The place designated for service of process shall be 208 S.W. 2nd. Street, Fort Lauderdale, FL.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 7th day of September, 1995.


Angelo Bondi, President

Piergiorgio Ceciarelli, V.P.

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

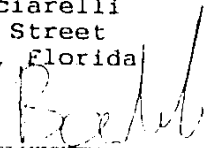
Pursuant to the provisions of Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

UNITED TECHNOLOGY OF AMERICA, INC.

2. The name and address of the registered agent and office is:

Piergiorgio Ceciarelli
208 S.W. 2nd. Street
Fort Lauderdale, Florida

Signature: 
Angelo Bondi, President

Date: September 7, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signature: 
Piergiorgio Ceciarelli

Date: September 7, 1995

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