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FLORIDA DIVISION OF CORPORATIONS

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3/22/96

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32301
FAX: (904) 922-4000

EMPIRE CORPORATE K.T. COMPANY
1742 W. PALMER BL.
MIAMI, FL 33125
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000004195)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ADI INTERNATIONAL, INC.
FAX AUDIT NUMBER: H96000004195
DATE REQUESTED: 03/22/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

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March 21, 1996

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent ADI International, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,

X 

David Berger

PREPARED BY:
David S Hernandez
210 N University Drive #502
Coral Springs, Fl 33071
(905) 346-7288

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ARTICLES OF INCORPORATION

ADI International, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

ADI International, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,500 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. 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 already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 1773 N University Dr., Plantation, FL., 33322 and the name of the initial register agent of this corporation at that address is David Berger.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: David Berger & Salomon Mabari
1773 N University Drive
Plantation, FL 33322

ARTICLE IX. Officers. The initial officers of the corporation will be: Salomon Mabari, President/Secretary, and David Berger, Vice-President/Treasurer.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

David Berger
1773 N University Drive
Plantation, FL 33322

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

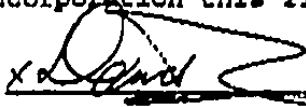
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ARTICLE XIII. The Street address of the Principal place of business is: 1773 N University Drive, Plantation, FL 33322

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of March, 1996

 (SEAL)

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, David Berger be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 21st day of March, 1996

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, David Berger do hereby consent to serve as
registered agent for the corporation, ADI International,
Inc. this 21st day of March, 1996.

x 

David Berger

Address of registered agent:

1773 N University Drive
Plantation, FL 33322

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TALLAHASSEE, FLORIDA

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