

1296000033188
DAVID R. FLETCHER
Counselor at Law

Bar Designated:
Immigration/Naturalization

Phone: (904) 356-5311
Fax: (904) 356-2104

April 2, 1996

500001778515
-04/12/96--01058--002
***122.50 ***122.50

Secretary of State
The Capitol
Tallahassee, Florida 32302

Re: Simatelex Investment Co., Inc.

Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation and the Resident Agent form on behalf of the above-captioned corporation. I have also enclosed my firm check in the amount of \$122.50 for the required filing fee. Please process these as soon as possible and return a conformed filed copy.

Thank you for your attention to this matter.

Sincerely,


David R. Fletcher

DRF/jj
Enclosures

96 APR 12 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Handwritten initials and date:
RDC
4-1-96

ARTICLES OF INCORPORATION
OF
SIMATELEX INVESTMENT CO., INC.

FILED
96 APR 12 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I - NAME

The name of this corporation is:

SIMATELEX INVESTMENT CO., INC.

II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

III - GENERAL PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of stock of the par value of One Dollar (\$1.00) each, which shall be designated "Common Shares."

V - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 541 East Monroe Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is David R. Fletcher.

VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 director of this corporation is:

Name _____ Address _____
David R. Fletcher 541 East Monroe Street
Jacksonville, Florida 32202

VII - INCORPORATOR

The name and address of the person signing these Articles
is:

Name _____ Address _____
David R. Fletcher 541 East Monroe Street
Jacksonville, Florida 32202

VIII - AMENDMENT

This 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.

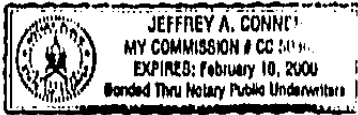
IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation, this 2nd day of April,
1996.


_____ David R. Fletcher

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

BEFORE ME, a notary public authorized to take
acknowledgements in the State and County set forth above,
personally appeared David R. Fletcher, who is personally known to
me or who presented _____ as identification, he
acknowledged to and before me that he executed the foregoing
Articles of Incorporation for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal at Jacksonville, County and State aforesaid, this 2nd day of April, 1996.



Jeffrey A. Connor

Notary Public, State of Florida
at Large.
My Comm. 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:

FIRST: THAT SIMATELEX INVESTMENT CO., INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Jacksonville
(CITY)

STATE OF Florida, HAS NAMED David R. Fletcher
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 541 East Monroe Street
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Jacksonville 32202, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]

TITLE Director

DATE April 2, 1996

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.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE April 2, 1996

FILED
96 APR 12 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000033188

DAVID R. FLETCHER

Counselor at Law

Bar Designated:
Immigration/Naturalization

Phone: (904) 356-5311
Fax: (904) 356-2104

FILED
DEC 17 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 11, 1996

Secretary of State
The Capitol
Tallahassee, Florida 32302

800002029848--7
-12/17/96--01011--012
*****35.00 *****35.00

Re: Reference No.: P96000033188
SIMATELEX INVESTMENT CO., INC.

Gentlemen:

Enclosed for filing with your office in connection with the above corporation is original and one copy of Articles of Amendment of the Articles of Incorporation of Simatelex Investment Co., Inc.

Also enclosed is firm check of \$35.00 for the required filing. Please process these as soon as possible and return a conformed file copy of the Articles of Amendment to this office for insertion in the corporate minute book.

Thank you for your attention to this matter.

Your gave authorization by phone to remove "initial" 1/6/97 JS

Sincerely,


David R. Fletcher

DRF/jj
Enclosures

Note: These are the initial officers

Amend.

VS JAN 7 1997

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
SIMATELEX INVESTMENT CO., INC.

FILED
96 DEC 17 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director and three (3) officers, ~~initially~~.

The name and address of the ~~initial~~ director is as follows:

Pat Hor
8787 Southside Boulevard, No. 4701
Jacksonville, Florida 32256

The names and addresses of the initial officers are as follows:

President:
Pat Hor
8787 Southside Boulevard, No. 4701
Jacksonville, Florida 32256

Vice-President:
William Suen
8787 Southside Boulevard, No. 4701
Jacksonville, Florida 32256

Secretary:
David R. Fletcher
541 East Monroe Street
Jacksonville, Florida 32202

The number of directors and officers may be increased from time to time by the by-laws, but shall never be less than one (1) director and three (3) officers.

SECOND: The date of each amendment's adoption: October 1, 1996.

THIRD: The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

SIGNED this 27th day of November, 1996.



David R. Fletcher, Incorporator

DAVID R. FLETCHER
Incorporator
541 East Monroe Street
Jacksonville, Florida 32202