

SANCHELIMA & ASSOCIATES, P.A.

PATENTS, TRADEMARKS & COPYRIGHTS

T. Sanchelima, D.D. PAT. ATT.

Attorneys At Law

230 B W 13TH AVENUE ROAD
MIAMI, FL 33134-1702
(305) 447-1017
FAX (305) 447-0404

April 16, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **AC DIRECTIONAL CONTROL, INC.**
Our File No. 15243

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed herewith please find the following:

1. Original and copy of the Articles of Incorporation
2. Our check in the sum of \$122.50

Please process this corporation and return a copy to us indicating the date of filing and the new corporation number.

Thank you for your prompt attention to this matter.

Very truly yours,

SANCHELIMA & ASSOC., P.A.


Jesus Sanchelima, Esq.

FILED
APR 19 PM 4:20
TALLAHASSEE, FLORIDA

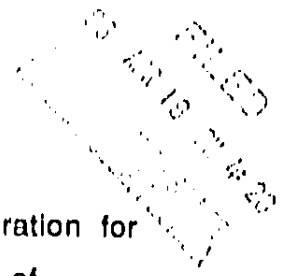
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Enclosures

42296

ARTICLES OF INCORPORATION

OF

AC Directional Control, Inc.



The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name and address of the corporation shall be:

AC Directional Control, Inc.
3155 S.W. 13 Street
Miami Florida 33135

ARTICLE II

DURATION OF THE CORPORATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED CAPITAL

The corporation shall be authorized to issue 100 shares of common stock of \$1.00 par value, for the total authorized capital of \$100.00.

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V
DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Reynaldo Gomez
3155 S.W. 13 Street
Miami , Florida 33135

Lazaro Vizcon
3132 S.W. 12 Street
Miami, Florida 33135

Ernesto Tena
683 N.W. 134 Place
Miami, Florida 33182

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Rd., Miami, Fl. 33134 and the name of the initial registered agent at that address is Jesus Sanchelima.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

JESUS SANCHELIMA, ESQ.
235 S.W. Le Jeune Rd.
Miami, Florida 33134
(305) 447-1617

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this
name, on the 14 day of April March, A.D. 1996.

FILED
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[Signature]
Jesus Sanchelima

ACCEPTANCE BY REGISTERED AGENT

SANCHELIMA & ASSOCIATES, P.A., a Florida professional corporation,
located at 235 S.W. LeJeune Road, Miami, FL 33134, hereby accepts the
appointment as Registered Agent.

[Signature]
JESUS SANCHELIMA, President

Dated this 14 day of April March, 1996.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Jesus Sanchelima, to me well known to be the person described in and who
executed the foregoing instrument, and acknowledged to and before me
that the instrument was executed for the purposes therein expressed.

April WITNESS my hand and official seal, this 14 day of
March, 1996.

[Signature]
Notary Public
State of Florida at Large

My commission Expires:



D. PAIROT
COMMISSION # CC 537537
EXPIRES MAR 05, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.