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COUNSELLORS AT LAW

P96000048937

June 4, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-06/05/96--01080--020
****122.50 ****122.50

Re: A.S.P. Holdings, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to the Secretary of State in the amount of \$122.50 covering the cost for filing same (and one certified copy of the filed document).

Kindly file the enclosed document accordingly and return the certified copy to the undersigned in the enclosed self-addressed envelope provided.

Sincerely,


Amy E. Paye

Enclosures

FILED
96 JUN -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MI01/197239.1

ARTICLES OF INCORPORATION

OF

A.S.P. HOLDINGS, INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

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95 JUN -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is:

A.S.P. Holdings, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

2100 N.W. 99th Avenue
Miami, Florida 33172

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is two hundred thousand (200,000) shares, consisting of twenty thousand (20,000) shares of Voting Common Stock, \$.01 par value, and one hundred eighty thousand (180,000) shares of Nonvoting Common Stock, \$.01 par value. The Voting Common Stock and the Nonvoting Common Stock shall have identical preferences, limitations and relative rights except with respect to the right to vote. The Voting Common Stock shall have unlimited voting rights. The Nonvoting Common Stock shall not have the right to vote except as required by applicable law.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

2100 N.W. 99th Avenue
Miami, Florida 33172

The name of the corporation's initial registered agent at that office is Alfredo Perez.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Amy E. Paye
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is three. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

Silvio Perez

2100 N.W. 99th Avenue
Miami, Florida 33172

Alfredo Perez

2100 N.W. 99th Avenue
Miami, Florida 33172

David A. Perez

2100 N.W. 99th Avenue
Miami, Florida 33172

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 4th day of June, 1996.



Amy E. Paye
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of A.S.P. Holdings, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for services of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: May 31, 1996.


Alfredo Perez
Registered Agent

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TALLAHASSEE, FLORIDA