

1201 HAYS STREET
JACKSONVILLE, FL 32202-2007
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0916000064933



PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 027632 4329123

AUTHORIZATION : *Prepaid*

COST LIMIT : \$ 122.50

ORDER DATE : July 22, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 027632

CUSTOMER NO: 4329123

CUSTOMER: Sheerwin D. Abrams, Esq
ABRAMS & CHAPMAN

321 South Plymouth Court
Suite #1200
Chicago, IL 606043990

1000001812171
103/02/96-01071-005
****122.50 ****122.50

DOMESTIC FILING

NAME: CONTROL/MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MICHAEL E. KLUNK

EXAMINER'S INITIALS:

af
8/5/96

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96 AUG -2 11 AM 10:07

ARTICLES OF INCORPORATION

OF

CONTROL/MIAMI, INC.

FILED
CLERK OF STATE
CORPORATIONS

96 AUG -2 AM 10: 07

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Control/Miami, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 330 Southwest 27th Avenue, Suite 101, Miami, FL 33135

THIRD: The number of shares that the corporation is authorized to issue is 1,000,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

FIFTH: The name and the address of the incorporator are:

Patricia Cosentino

33 North LaSalle Street, Suite 1925
Chicago, IL 60602

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities,

and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder

SEVENTH The purpose of the corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH The duration of the corporation shall be perpetual.

NINTH The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH The corporate existence of the corporation shall begin on , 1996.

Signed on July 31, 1996

Patricia Cosentino
Patricia Cosentino, Incorporator

FILED
STATE
OF FLORIDA
96 AUG -2 PM 10:08
CORPORATIONS

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Lauro R. Dunlap

Date: 8/2/96