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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: ~~APPLIED ENGINEERING, INC.~~ TOTAL ENGINEERING, INC.

AUDIT NUMBER.....H96000015000

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1996

ACE INDUSTRIES, INC.

SUBJECT: APPLIED ENGINEERING, INC.
REF: W96000022690

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000015000
Letter Number: 696A00049245

ARTICLES OF INCORPORATION

of TOTAL ENGINEERING, INC.
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: TOTAL ENGINEERING, INC.
Address of the Corporation: 444 BRICKELL AVENUE SUITE 51
MIAMI, FLORIDA 33131

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all law(s) business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000.
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
444 BRICKELL AVENUE SUITE 51, MIAMI, FLORIDA 33131
and the name of the initial registered agent at such address is LUCIA MEDINA

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent
LUCIA MEDINA

10/24/96
Date

Article 6: The board of directors are as follows:

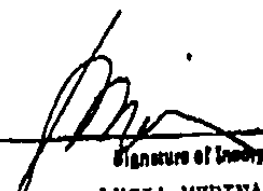
The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. LUCIA MEDINA
444 BRICKELL AVENUE SUITE 51
MIAMI, FLORIDA 33131

Article 7: The Name and address of the incorporator is:

LUCIA MEDINA
444 BRICKELL AVENUE SUITE 51
MIAMI, FLORIDA 33131

In witness whereof I have subscribed my name


Signature of Incorporator
LUCIA MEDINA

PREPARED BY:
ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33138
305-358-2571

H96-15000