

PAPY & WEISSENBOERN, P.A.
ATTORNEYS AT LAW

MIAMI OFFICE
MAILING ADDRESS
P.O. BOX 141939
CORAL GABLES, FL 33114-1939

MIAMI OFFICE
201 ALHAMBRA CIRCLE, SUITE 502
CORAL GABLES, FLORIDA 33134
(305) 448-5100
FACSIMILE (305) 445-6793

TAMPA OFFICE
4830 WEST KENNEDY BLVD.
SUITE 355
TAMPA FL 33069

PLEASE REFER TO MIAMI

PAULINA A. CERVANTES

December 13, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Bristol Park at Coral Way, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and the original and one copy of the Designation of Registered Agent for Bristol Park at Coral Way, Inc. Upon your receipt and filing of the documents, please send me, at the Coral Gables address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

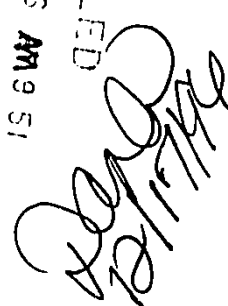
Sincerely yours,



Paulina A. Cervantes

600002035506--5
-12/20/96--01098--005
***122.50 ***122.50

enclosures

FILED
56 DEC 16 AM 9 51
TALLAHASSEE
FLORIDA


ARTICLES OF INCORPORATION
OF
BRISTOL PARK AT CORAL WAY, INC.

FILED
96 DEC 16 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is BRISTOL PARK AT CORAL WAY, INC.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Paulina A. Cervantes

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

4850 S.W. 72 Avenue
Miami, Florida 33155

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
PATRICIO CERVANTES, PRESIDENT	4850 S.W. 72 Avenue Miami, Florida 33155
MARIA E. CERVANTES, SECRETARY	4850 S.W. 72 Avenue Miami, Florida 33155

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PATRICIO CERVANTES	4850 S.W. 72 Avenue Miami, Florida 33155

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of December 1996.


PATRICIO CERVANTES

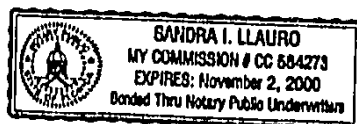
STATE OF FLORIDA:
: ss
COUNTY OF DADE :

On this 12th day of December, 1996, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Patricio Cervantes, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission Expires:


Notary Public, State of Florida



CERTIFICATION 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:

BRISTOL PARK AT CORAL WAY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN

THE CITY OF MIAMI, STATE OF FLORIDA,

HAS NAMED PAULINA A. CERVANTES, LOCATED AT

201 ALHAMBRA CIRCLE, SUITE 502,

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF

PROCESS.

SIGNATURE

P. Cervantes

PATRICIO CERVANTES

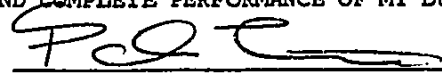
TITLE: Director/President/Incorporator
(CORPORATE OFFICER)

DATE:

12-12-94

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



PAULINA A. CERVANTES, REGISTERED AGENT

DATE

12/12/96

FILED

96 DEC 16 AM 9 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PELIGEN

418 North Federal Highway
Pompano Beach, Florida 33062
Phone Number (954) 786-8233
Fax Number (954) 786-8235

November 19, 1996

100002012531--5
-11/22/96--01067-018
****122.50 ****122.50

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

100002012531--5
-11/22/96--01067-018
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find 2 originals and 1 copy of the Articles of Incorporation for PELIGEN, INC. Also enclosed there is a filing fee of \$122.50 including charges for a certified copy.

Thank you for your assistance.

Walter Lista

Walter A. Lista,
Vice President

FILED
96 DEC 16 AM 10:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. A. Arce
12-17

Walter A. Lista
12-17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1996

WALTER A. LISTA
418 NORTH FEDERAL HWY
POMPANO BEACH, FL 33062

SUBJECT: PELIGEN, INC.
Ref. Number: W96000025107

We have received your document for PELIGEN, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

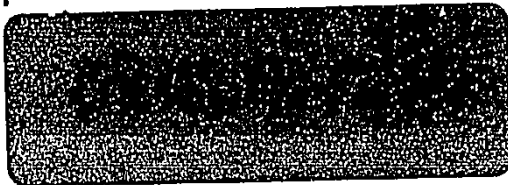
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 996A00053884

*Done! Please see page 3
Thank you.*



1

96 DEC 16 AM 10:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

PELIGEN, INC

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS:

PELIGEN, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

To engage in the sales, promotion, manufacturing, repairs, purchase and distribution of goods, equipment and materials related to engineering, design and development of electrical related equipment. The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting this corporation from engaging in any lawful activities which may become desirable and beneficial to the objectives of this corporation.

(b) To manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states, districts, territories, countries or colonies.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payments of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess

and exercise all the rights, powers and privileges or ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is no less than:

100 Shares of One Dollar (\$1.00) each.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of this corporation in the State of Florida is:

418 North Federal Highway, Pompano Beach, Florida 33062

The name of the initial registered agent of this corporation is:

FERNANDO PEREIRA.

WRITTEN ACCEPTANCE:

*I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII- DIRECTORS

The corporation shall have 4 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed By-laws, but shall never be less than two (2). The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of the corporation, as a director or officer of any corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by any reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable of negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify and reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any

be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; any director individually, or any firm on which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof and shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of such corporation or not interested.

ARTICLE VIII- INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAMES	TITLE	ADDRESS
Fernando Pereira	President	831 S.E. 5th Terrace, Pompano Beach, FL 33060
Walter A. Lista	Vice President	6825 S.W 81 Street, Miami, Florida 33143
Rosely Pereira	Secretary	831 S.E 5th Terrace, Pompano Beach, FL 33060
Walter L. Lista	Treasurer	6825 S.W 81 Street, Miami, Florida 33143

ARTICLE IX - SUBSCRIBERS

The name and post office addresses of each subscriber of these
Article of Incorporation are:

NAMES	ADDRESSES	SHARES
Fernando Pereira	831 S.E 5th Terrace, Pompano Beach, FL 33060	24
Rosely Pereira	831 S.E. 5th Terrace, Pompano Beach, FL 33060	24
Walter L. Lista	6825 S.W. 81 Street, Miami, Florida 33143	24
Walter A. Lista	6825 S.W. 81 Street, Miami, Florida 33143	20
Marta P. Lista	6825 S.W. 81 Street, Miami, Florida 33143	8

Total: 100

ARTICLES-AMENDMENTS

These Articles of Incorporation may be amended in the matter provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote hereon.

In witness whereof, the parties to these Articles of Incorporation have hereunto set their hands and seal this 15th day of Nov. of 19 96.

Fernando Pereira
FERNANDO PEREIRA
President/Registered Agent

Rosely Pereira
ROSELY PEREIRA
Secretary

Walter Lista
WALTER L. LISTA
Treasurer

State of Florida, County of Dade

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared:

to me known to be the persons described as subscribers and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation. WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY OF DADE STATE OF FLORIDA Sworn to and subscribed before me this 15th day of November, 1996.

My commission expires:

RECEIVED
NOTARY PUBLIC
DADE COUNTY
FLORIDA
NOV 15 1996