

P9 70000003474

John T. Gatti & Company, Inc.
P. O. Box 740592
Orange City, Florida 32774-0592

(407) 668-7443

January 7, 1997

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

EFFECTIVE DATE
1-2-97

700002051427--2
-01/08/97--01121--002
*****70.00 *****70.00

Attention: Filing Section

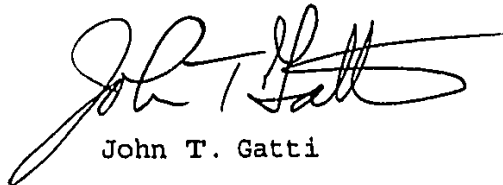
RE: ARDUINO & ALVAREZ INNOVATIVE SOLUTIONS, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate of Registered Agent for the above referenced corporation, together with a check in the amount of \$70.00 for filing fees.

This represents the cost of fees for the Articles of Incorporation and Registered Agent Designation for the above named corporation.

Very truly yours,


John T. Gatti

FILED
97 JAN -8 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 (AL) JAN 14 1997

ARTICLES OF INCORPORATION

OF

ARDUINO & ALVAREZ INNOVATIVE SOLUTIONS, INC.

FILED

97 JAN -8 PM 2:03

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-2-97

ARTICLE I. NAME

The name of this corporation is Arduino & Alvarez Innovative Solutions, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing as of the effective date these Articles of Incorporation are executed by the subscribers hereto.

ARTICLE III. GENERAL PURPOSE

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

902 Wilmington Drive
Deltona, Florida 32725

and the name of the initial registered agent of this corporation at this address is:

Frank J. Alvarez

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. The names and street addresses of the members of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pamela S. Arduino	902 Wilmington Drive Deltona, FL 32725
Frank J. Alvarez	902 Wilmington Drive Deltona, FL 32725

ARTICLE VIII. INCORPORATORS

The name and address of the corporation's incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Pamela S. Arduino	902 Wilmington Drive Deltona, FL 32725
Frank J. Alvarez	902 Wilmington Drive Deltona, FL 32725

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE X. RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liability incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under the Florida law existing now or hereinafter enacted.

ARTICLE XII. EFFECTIVE DATE

These Articles of Incorporation are to be effective as of January 2, 1997.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this Seventh day of January, A.D., 1997.

Pamela A. Arduino
Pamela S. Arduino, Incorporator

Frank J. Alvarez
Frank J. Alvarez, Incorporator

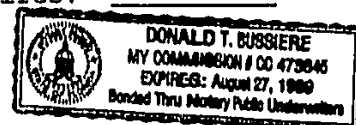
STATE OF FLORIDA
COUNTY OF VOLUSIA

I hereby certify that this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared Pamela S. Arduino and Frank J. Alvarez, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 7th day of January, A.D., 1997.

Donald T. Bussiere
Notary Public, State of Florida

My Commission Expires: _____



CERTIFICATE OF REGISTERED AGENT

OF

ARDUINO & ALVAREZ INNOVATIVE SOLUTIONS, INC.

FILED

97 JAN -8 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The above named corporation designed to organize under the laws of the State of Florida with its principal office being located at 902 Wilmington Drive, Deltona, Florida, as indicated within the Articles of Incorporation, within the County of Volusia County, Florida, herein names, Frank J. Alvarez, as resident agent, whose address is 902 Wilmington Drive, Deltona, Florida, to accept service of process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping said office open.

Frank J. Alvarez

State of Florida
County of Volusia

Before me personally appeared, Frank J. Alvarez, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instruments for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of

January, A.D., 1997.

Donald T. Bussiere
Notary Public, State of Florida

My Commission Expires:

