

P97000004619

DIVISION OF CORPORATIONS

NAME Sergio De Pellegrin
ADDRESS 1800 S.W. 27 Ave. Suite #501
CITY Miami STATE Fla. ZIP CODE 33145
AREA CODE & PHONE NUMBER (305) 642-4237
NAME OF CORPORATION Systems & Control, Corp.

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FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input checked="" type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 10 PM 12:18

PICKED UP

ag 1/10/97

**ARTICLES OF INCORPORATION
OF
SYSTEMS & CONTROL, CORP.**

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt and declare the following:

ARTICLE I - NAME

The name of this corporation is:
SYSTEMS & CONTROL, CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence

ARTICLE III - PURPOSE.

The corporation may engage in any business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of No par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT.

The name and street address of the initial registered agent of this corporation is: SERGIO DE PELLEGRIN
1800 S.W. 27th Ave. Suite #501, Miami, Fla. 33145

The address of the principal office of this corporation is
1800 S.W. 27th Ave. Suite #501, Miami, Florida 33145

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:
SERGIO DE PELLEGRIN DIRECTOR PRESIDENT
1800 S.W. 27th Ave. Suite #501 Miami, Florida 33145

ARTICLE VII - LAWS.

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

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ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act

ARTICLE IX - INCORPORATOR (S)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of January 1997

The name and addresses of the person(s) signing these Articles is (are)


NAME SERGIO DE PELLEGRIN

1800 S.W. 27th Ave.
Suite #501
Miami, Florida 33145

ADDRESS

NAME

ADDRESS

NAME

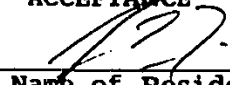
ADDRESS

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 6th DAY OF January 1997

ACCEPTANCE


Name of Resident Agent
SERGIO DE PELLEGRIN

1800 S.W. 27th Ave. Suite #501
Miami, Fla. 33145
Address