

Gary B. Rovin
Attorney at Law

February 10, 1997

Secretary of State
State of Florida
The Capitol building
Tallahassee, Florida 32301

Attention: CORPORATE DIVISION

500002090295--0
-02/18/97--01027--004
****122.50 ****122.50

RE: Autec of Florida, Inc.

Sir/Ms,

Enclosed herewith, please find original and one copy of the Articles of Incorporation of the above named corporation.

Also enclosed, please find my trust account check in the amount of \$122.50 detailed as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>

Total	<u>\$122.50</u>
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Please acknowledge receipt of these enclosures, returning a certified copy of same to this office. Thank you for your prompt assistance.

Cordially,

Gary B. Rovin
Gary B. Rovin, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GBR/er

Penthouse 2
9350 South Dixie Highway
Miami, Florida 33156
305-670-9994 / Fax: 305-670-4533

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, AND PRIVILEGES AND IMMUNITIES OF A CORPORATION, FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

AUTEC OF FLORIDA, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS: ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA IN THE UNITED STATES.

ARTICLE III

THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE FIVE HUNDRED (500) SHARES OF COMMON STOCK WITH PAR VALUE OF \$ 1.00 PER SHARE. THE WHOLE OR ANY PART OF THE CAPITAL STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATES OR IN PROPERTY, LABOR OR SERVICES INSOFAR AS PERMITTED FROM TIME TO TIME BY THE LAWS OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE AT LEAST FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

THE COMPANY SHALL HAVE PERPETUAL EXISTENCE.

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TALLAHASSEE FLORIDA

ARTICLE VI

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL
BE:

2810 Countryside Blvd., #2
Clearwater, Fl 34621

WITH THE PRIVILEGE, HOWEVER, OF HAVING BRANCH OFFICES AND PLACES OF BUSINESS
AT ANY OTHER PLACE OR PLACES WITHIN THE STATE OF FLORIDA, THE UNITED STATES
OR IN FOREIGN COUNTRIES.

ARTICLE VII

THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF AT
LEAST TWO (2) DIRECTOR WHO NEED NOT BE STOCKHOLDERS.

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE TWO BOARD OF DIRECTORS OF THE
CORPORATION WHO, SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF
INCORPORATION, THE BY-LAWS AND GENERAL CORPORATION LAWS OF FLORIDA, SHALL
HOLD OFFICE UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED ARE:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Kyle E. Duncan	2810 Countryside Blvd., #2 Clearwater, Fl 34621
2.	Thomas J. Hobby	2500 West Front St. Statesville, N.C. 28677

ARTICLE IX

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF
INCORPORATION IS:

<u>NAME</u>	<u>ADDRESS</u>
Kyle E. Duncan	2810 Countryside Blvd., #2 Clearwater, Fl 34621

ARTICLE X

THE CORPORATION SHALL AT ALL TIMES HAVE THE CORPORATE POWERS PRESENTLY GIVEN TO THE CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA; AND, IT SHALL HAVE SUCH FURTHER POWERS AS FROM TIME TO TIME, HEREAFTER, ARE GIVEN TO CORPORATIONS BY THE STATUTES AND LAWS OF THE STATE OF FLORIDA. THE CORPORATION IS EXPRESSLY AUTHORIZED TO ENTER INTO, HONOR AND BE BOUND BY STOCKHOLDER'S AGREEMENTS WITH AND AMONG STOCKHOLDERS OF THE CORPORATION. THE CORPORATION IS, FURTHER, AUTHORIZED TO ENTER INTO PARTNERSHIPS AND JOINT VENTURES WITH OTHER PERSONS, FIRMS AND CORPORATIONS.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE MADE AND SUBSCRIBED TO
THESE ARTICLES OF INCORPORATION ON THE DAY OF , 1997.

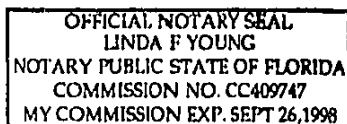
Kyle Duncan (SEAL)
Kyle Duncan

STATE OF FLORIDA)
) SS:
COUNTY OF ~~DADE~~ PINELLAS)

BEFORE ME, THE UNDERSIGNED AUTHORITY PERSONALLY APPEARED TO ME KNOWN TO BE THE PERSON DESCRIBED IN THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE THAT MADE AND SUBSCRIBED THE SAME FOR THE PURPOSES AND USES THEREIN MENTIONED AND SET FORTH.

WITNESS MY HAND AND SEAL AT SAID COUNTY AND STATE THIS 12TH DAY OF FEBRUARY, 1997.

David F. Young (SEAL)

MY COMMISSION EXPIRES:

RESIDENT AGENT DESIGNATION

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES
OF INCORPORATION AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF
FLORIDA, HAS NAMED GARY B. ROVIN, ESQ., LOCATED AT 9350 South Dixie
Hwy., PH 2, MIAMI, FLORIDA, 33156, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENTS:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT 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 OPEN
SAID OFFICE.


GARY B. ROVIN,
RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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