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: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

OM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

ME: A VEX SYSTEMS, INC.

AUDIT NUMBER.....H97000004222

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
AVEX SYSTEMS, INC.**

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is AVEX SYSTEMS, INC.
(the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is
14723 Cumberland Drive, Bldg B-030, Delray Beach, FL 33446.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock,
par value \$.001 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is:
14723 Cumberland Drive, Bldg B-030, Delray Beach, FL 33446,
and the registered agent at that address is Robert Denton.
- FIFTH:** The name and address of the incorporator of the Corporation is:
Robert Denton, 14723 Cumberland Drive, Bldg B-030, Delray Beach,
FL 33446
- SIXTH:** The Corporation is organized for the purpose of transacting any and all
lawful activities or business for which corporations maybe formed under
Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of
directors may be increased or diminished from time to time as provided
in the Bylaws but shall never be less than one. The name and address of
the initial director of the Corporation is:

Robert Denton 14723 Cumberland Drive, Bldg B-030
Delray Beach, FL 33446

Prepared by:
Cory B. Nass, Esq.
1801 Clint Moore Road
Suite 100
Boca Raton, FL 33487
(561) 998-8884
FL Bar No. 0003956


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- EIGHTH: The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH: The corporate existence of the Corporation shall commence on upon the filing of the Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of March, 1997.


Robert Denton

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Robert Denton
Dated: 3/12/97

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