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FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: ABRETEK SYSTEMS, INCORPORATED  
AUDIT NUMBER.....H97000004842  
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**ARTICLES OF INCORPORATION  
OF  
ABRETEK SYSTEMS, INCORPORATED**

The undersigned incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is ABRETEK SYSTEMS, INCORPORATED and its address is 1410 S.W. 93<sup>rd</sup> Court, Miami, Florida 33174.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or 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 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Peter M. Abreu, and his

address is 1410 S.W. 93<sup>rd</sup> Court, Miami, Florida 33134.

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Prepared by:  
ACS INDUSTRIES, INC.

84 NW 11th Street  
Miami, FL 33138  
305-358-2671

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PETER M. ABREU	1410 S.W. 93 <sup>rd</sup> Court Miami, Florida 33174
MARIO REYES	4930 S.W. 97 <sup>th</sup> Court Miami, Florida 33165

#### ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of 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.

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**ARTICLE X - INCORPORATOR**

The names and addresses of the persons signing these Articles are, Peter M. Abreu, 1410 S.W. 93rd Court, Miami, Florida 33174 and Mario Reyes, 4930 S.W. 97th Court, Miami, Florida 33165.

**ARTICLE XI - FINANCIAL INFORMATION**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XII - 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 Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 21 day of March, 1997.

  
PETER M. ABREU, Incorporator

  
MARIO REYES, Incorporator

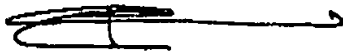
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ACCEPTANCE BY REGISTERED AGENT

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 COMPLET DISCHARGE OF HIS DUTIES.

DATED THIS 24 DAY OF MARCH, 1997.

  
\_\_\_\_\_  
PETER M. ABREU

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