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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
075350000132

ACCT#:

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(305)350-2446

NAME: COMPUACE GROUP, INC.

AUDIT NUMBER.....H97000006639

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

CERT. OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION  
OF  
CompuACE GROUP, INC.

ARTICLE I -- NAME

The name of this corporation is CompuACE GROUP, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

560 NW 165th Street Road  
Miami, Florida 33169

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

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

560 NW 165th Street Road  
Miami, Florida 33169

and the name and address of the initial registered agent of this corporation are:

Saul Praynd  
560 NW 165th Street Road  
Miami, Florida 33169

This instrument prepared by:  
Christopher H. Rehn, Esquire  
Florida Bar No. 90155  
RUDIN BAUM LEVIN CONSTANT FRIEDMAN & MILLZIN  
2500 First Union Financial Center  
Miami, Florida 33101-2336  
Telephone: 305-374-7580

**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of four (4) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Saul Fraynd	560 NW 165th Street Road Miami, Florida 33169
Paul Fraynd	560 NW 165th Street Road Miami, Florida 33169
Paul Stearns	560 NW 165th Street Road Miami, Florida 33169
Pat Stearns	560 NW 165th Street Road Miami, Florida 33169

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Saul Fraynd	560 NW 165th Street Road Miami, Florida 33169

**ARTICLE IX -- BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

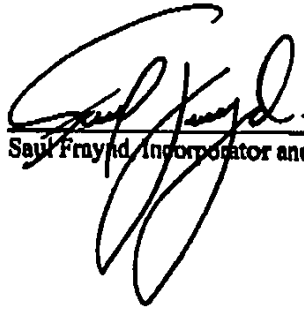
**ARTICLE X -- INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI -- AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 23rd day of April, 1997.



Saul Fryd, Incorporator and Registered Agent

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