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Bruce B. Litwer
ATTORNEY-AT-LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 AM 11:18

April 21, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/23/97--01041--012
****122.50 ****122.50

Re: **ASLIV, INC.**

Ladies and Gentlemen:

Enclosed herewith please find duly executed Articles of Incorporation in duplicate for the captioned corporation, as well as Certificate Designating Registered Agent and Registered Office. Also enclosed is check in the amount of \$122.50 in payment of the required fees.

Kindly file the enclosed instruments, and provide the undersigned with a certified copy thereof at your earliest convenience.

Thank you for your kind attention to this matter.

Very truly yours,


BRUCE B. LITWER

BBL/dp
Enclosures

D. BROWN APR 24 1997

ARTICLES OF INCORPORATION
OF
ASLIV, INC.

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The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is ASLIV, INC.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is one hundred (100) shares, at \$5.00 par value each share.

ARTICLE IV

The existence of the corporation shall be perpetual.

ARTICLE V

The street address of the initial registered office of the corporation is 5500 NW 69th Avenue, Lauderhill, Florida 33319, and the initial registered agent of the corporation at that address is Bruce B. Litwer.

ARTICLE VI

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to

time by By-laws adopted by the stockholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VII

The name and street address of the initial member of the first board of directors of the corporation who shall hold office for the first year of the corporation's existence or until his successors are elected and have qualified are:

Name

Address

Stanley R. Rosenthal

5500 NW 69th Avenue
Lauderhill, FL 33319

ARTICLE VIII

Members of the board of directors or of any executive committee thereof shall be deemed present at a meeting of such board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE I

The name and street address of the person signing these Articles is:

Name

Bruce B. Litwer

Address

5500 NW 69th Avenue
Lauderhill, FL 33319

ARTICLE II

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon, or by written consent of the holders of a majority of the shares entitled to vote thereon. Alternatively, provided the corporation has thirty-five (35) or fewer shareholders, the shareholders may amend the Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given, or by written consent of the holders of a majority of the shares entitled to vote thereon.

ARTICLE III

The initial By-laws of the corporation shall be adopted by a majority vote of the board of directors of the corporation. Thereafter, the By-laws of the corporation may be amended, modified or repealed as provided by the By-laws.

ARTICLE XIII

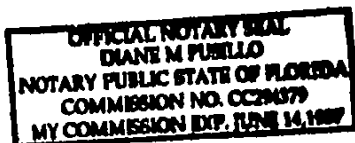
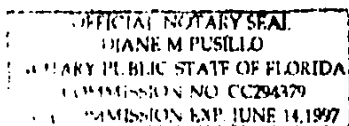
The initial principal place of business of the corporation shall be located at 5500 NW 69th Avenue, Lauderdale, Florida 33319.

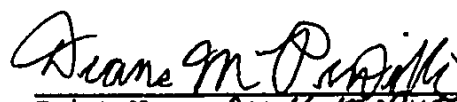
EXECUTED at Lauderdale, Florida, this 10 day of April, 1997.


BRUCE B. LITWER

STATE OF FLORIDA)
 :SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 10th day of April, 1997 by BRUCE B. LITWER, who is personally known to me, ~~or who has produced~~ _____
~~as identification.~~




Print Name: DIANE M. PUSILLO
Notary Public-State of Florida
Commission No. CC 294379
My commission expires: 6/14/97

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE


In accordance with Chapters 48.091 and 607.0501, Florida Statutes, the following designation and acceptance are submitted in compliance therewith.

DESIGNATION

ASLIV, INC., desiring to organize under the laws of the State of Florida, hereby designates BRUCE B. LITWER as its registered agent, and 5500 NW 69th Avenue, Lauderdale, Florida 33319 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



(Registered Agent)
BRUCE B. LITWER