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5/02/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SOUTHLAND TECHNOLOGIES CORPORATION
AUDIT NUMBER.....H9700007304
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 8:11

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ARTICLES OF INCORPORATION
OF
SOUTHLAND TECHNOLOGIES CORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 8:11

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOUTHLAND TECHNOLOGIES CORPORATION

The principal place of business of this corporation shall be:

297 Stendal Road N.W. Palm Bay, Fl 32907

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 200 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: Zeke Alenick 297 Stendal Rd., N.W.
Palm Bay, Fl 32907

SECRETARY: Jack Roth 297 Stendal Rd., N.W.
Palm Bay, Fl 32907

Prepared by: Zeke Alenick
297 Stendal Rd., N.W.
Palm Bay, Fl 32907
(407) 768-8561

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ARTICLE VI INCORPORATOR(S)

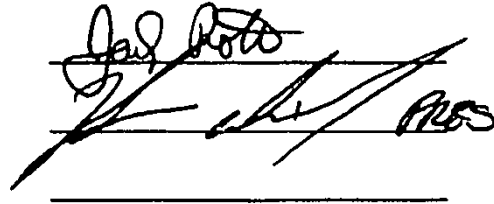
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Zeke Alenick 297 Stendal Rd., N.W.
Palm Bay, Fl 32907

Jack Roth 297 Stendal Rd., N.W.
Palm Bay, Fl 32907

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of May, 1997.

Signature(s) of Incorporator(s)

The block contains two handwritten signatures. The first signature, 'Jack Roth', is written in cursive and is positioned above a horizontal line. The second signature, 'Zeke Alenick', is also in cursive and is positioned below the first signature, also above a horizontal line.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 8:11

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

SOUTHLAND TECHNOLOGIES CORPORATION

2. The name and address of the registered agent and office is:

Zeke Alenick 297 Stendal Rd., N.W.

(P.O. BOX NOT ACCEPTABLE)

Palm Bay, Fl 32907

(CITY/STATE/ZIP)

SIGNATURE

Zeke Alenick

TITLE

SECRETARY

DATE

05/02/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Zeke Alenick

DATE

5/2/97

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