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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALL PRO SERVICES USA, INC.

AUDIT NUMBER.....H97000008356

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ALL PRO SERVICE USA, INC.
REF: W97000011860

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Brenda Baker
Corporate Specialist

FAX Aud. #: H97000008356
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ARTICLES OF INCORPORATION
OF
RS GENERAL SERVICES, INC.

I, ROLAND SMITH, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the state of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the _____ day of _____, 19___. (If no date is inserted, these Articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

RS GENERAL SERVICES, INC.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Any business purposes permitted by law

and do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the Chapter 607 of the Florida Statutes and any successor or supplemental statute or authority; to purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before

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FLA. BAR NO. 362174

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enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereafter be conferred upon corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1000) SHARES,
ONE (\$1.00) DOLLAR PAR VALUE,
COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

1200 N.W. 15th Street
Fort Lauderdale, Florida 33311

with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as Directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

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NAME
ROLAND SMITH

ADDRESS
1200 N.W. 15th Street
Fort Lauderdale, FL 33311

ARTICLE VIII

The name names and addresses of the person signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ROLAND SMITH	1200 N.W. 15th Street Fort Lauderdale, FL 33311	1000

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

The address of the Registered Office of this Corporation shall be:

1200 N.W. 15th Street
Fort Lauderdale, FL 33311

ARTICLE XI

The Corporation has designated as its Registered Agent, ROLAND SMITH, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State Of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of

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shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal at
 Fort Lauderdale, Broward County, Florida, this 20 day of May, 1997.

Roland E. Smith (SEAL)
 ROLAND SMITH

STATE OF FLORIDA)
) ss
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ROLAND SMITH,
 well known and known to me to be the individual described in and who executed the
 foregoing Certificate of Incorporation, and acknowledged before me that he executed the same
 for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal
 at Broward County, Florida, this 20 day of May, 1997.



DAVID A. COVEN
 COMMISSION # CC 318704
 EXPIRES OCT 0, 1997
 Atlantic Bonding Co., Inc.
 800-732-2248

David A. Coven
 My Commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the Above-stated Corporation at the place
 designated in these Articles, I hereby accept to act in this capacity, and agree to comply with
 the provisions of all applicable statutes relative to keeping open said office.

Roland E. Smith
 REGISTERED AGENT
 ROLAND SMITH

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