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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAY 29 PM 2:50

FILED

May 27, 1997

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

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-05/29/97--01034--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Shaw Technologies, Inc.

To whom it may concern:

Enclosed for filing are the Articles of Incorporation for the referenced corporation. Upon filing of the Articles, please forward the Certificate of Incorporation to my attention.

Also enclosed is a check payable to the Secretary of State in the amount of \$70.00 in remittance for your fees for filing the Articles.

If you have any questions or comments, please call the undersigned.

Sincerely,

BROAD AND CASSEL

Jan M. Mamone  
Secretary to Jeffrey J. Suter

/jmm  
encls.

ARTICLES OF INCORPORATION  
OF  
SHAW TECHNOLOGIES, INC.

FILED

97 MAY 29 PM 2:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be SHAW TECHNOLOGIES, INC.

ARTICLE II - DURATION

This corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of ONE HUNDREDTH DOLLAR (\$.01) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is 500 North East 191st Street, Miami, FL 33179-3914.

This Document prepared by:  
Jeffrey J. Suter, Esq.  
400 Australian Avenue South, Ste. 500  
West Palm Beach, FL 33401  
(561) 832-3300  
FL Bar No.: 0715300

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this corporation are:

Kenneth P. Shaw  
500 North East 191st Street  
Miami, FL 33179-3914

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator are:

Kenneth P. Shaw  
500 North East 191st Street  
Miami, FL 33179-3914

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the corporation, provided that the Board of Directors shall at all times have no less than one (1) Director.

ARTICLE IX - BYLAWS

The Bylaws of this corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE X - INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, alter or repeal any provision contained in these articles of incorporation by majority vote of the shareholders of the corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 20 day of May, 1997.

  
Kenneth P. Shaw

STATE OF FLORIDA )  
COUNTY OF PADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared KENNETH P. SHAW, who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 20 day of MAY, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC

my commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

97 MAY 29 PM 2:50

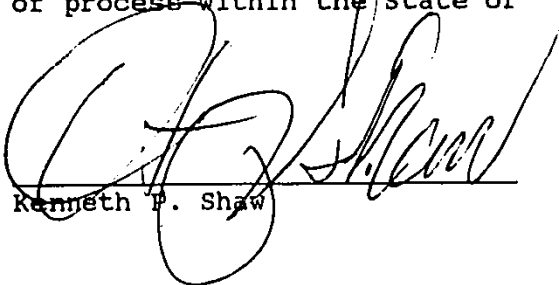
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted as required under Section 48.091,  
Florida Statutes:

That SHAW TECHNOLOGIES, INC. desiring to organize under the  
laws of the State of Florida, with its principal place of business  
in DADE County, Florida, has named KENNETH P. SHAW, 500 North  
East 191st Street, Miami, FL 33179-3914, as the corporation's  
registered agent to accept service of process within the State of  
Florida.

Date:

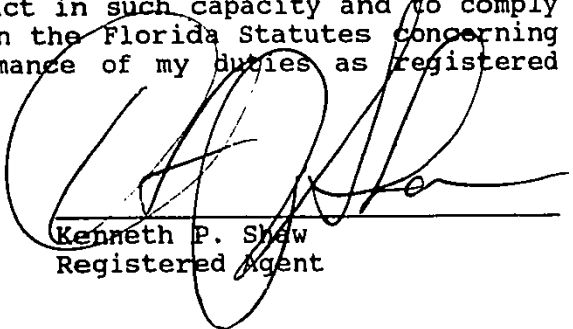
5/20/97

  
Kenneth P. Shaw

That, having been named to accept service of process for the  
corporation named above, at the place designated in this  
certificate, I hereby agree to act in such capacity and to comply  
with all provisions contained in the Florida Statutes concerning  
the proper and complete performance of my duties as registered  
agent.

Date:

5/20/97

  
Kenneth P. Shaw  
Registered Agent