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LAW OFFICES OF
KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2650
2650 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0069

TELECOPIER
(305) 444-3503

June 25, 1997

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

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Re: Articles of Incorporation / Filippini U.S.A. Generators Corporation

Dear Madam or Sir:

Enclosed please find the Articles of Incorporation for the above referenced company. In order to expedite the incorporation process, we would appreciate if you could return the Certificate of Incorporation by federal express.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

KURZBAN KURZBAN WEINGER
& TETZELI, P.A.

By: 
Raquel Libman, Esq.

AL JUN 28 1997

FILED
97 JUN 27 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2650
2650 S.W. 27TH AVENUE
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MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060

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June 26, 1997

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

Re: Articles of Incorporation / Filippini U.S.A. Generators Corporation

Dear Ms. Lunt:

Further to our telephone conversation of earlier today, please find enclosed payment for the Articles of Incorporation and one certified copy. I have also included a pre-addressed airway bill.

I want to thank you again for taking the time to contact me this afternoon. Should you have any further questions, please do not hesitate to call me.

Sincerely,

**KURZBAN KURZBAN WEINGER
& TETZELI, P.A.**

By: 
Raquel Libman, Esq.

**ARTICLES OF INCORPORATION
OF
FILIPPINI U.S.A. GENERATORS CORPORATION**

FILED
97 JUN 27 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I: NAME

The name of the Corporation shall be:

Filippini U.S.A. Generators Corporation

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office is:

4715 N.W. 72nd Avenue
Miami, FL 33166

ARTICLE III: CAPITAL STOCK

Characteristics of such stock shall be as follows:

Capital Stock authorized: 5000 shares

ARTICLE IV: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V: REGISTERED AGENT

The name and address of its initial registered agent is:

Ira J. Kurzban, Esq.
Kurzban Kurzban Weinger & Tetzeli, P.A.
2650 SW 27 Avenue
Second Floor
Miami, FL 33133

ARTICLE VII: INCORPORATOR

The name and address of the incorporator to the Certificate of Incorporation is:

Socrates Lagares
920 S.W. 36th Court #1
Miami, FL 33135

I, THE UNDERSIGNED, being the original incorporator herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth, and seal this 24th day of June, 1997.

INCORPORATOR:

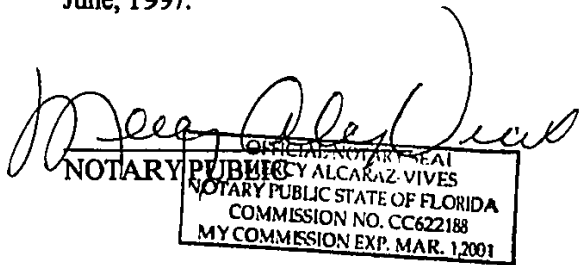

Socrates Lagares

STATE OF FLORIDA)
): ss
COUNTY OF DADE)

I HEREBY ACKNOWLEDGE that on this 24th day of June, 1997, Socrates Lagares personally appeared before me and executed the above Articles of Incorporation, and is either personally known to me or has presented a photographic identification, and acknowledged such Articles of Incorporation to be the free and voluntary act and deed of him or her and that the facts

herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this ²⁵24th day of June, 1997.



ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he or she is familiar with and accepts the obligations provided for in Florida Statutes 607.0501(3).

KURZBAN, KURZBAN, WEINGER
& TETZEL, P.A.

By: 

IRA J. KURZBAN, ESQ.

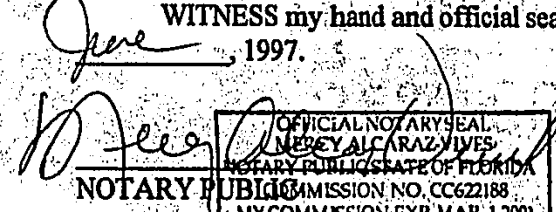
STATE OF FLORIDA)

) : ss

COUNTY OF DADE)

I HEREBY ACKNOWLEDGE that on this 25 day of June, 1997, personally appeared before me IRA J. KURZBAN, ESQ., party to the above Acceptance of Appointment, known to me personally to be such, and acknowledged such Acceptance to be the free and voluntary act and deed of her and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 25 day of June, 1997.


NOTARY PUBLIC
OFFICIAL NOTARY SEAL
NESEY ALCARAZ VIVES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC622188
MY COMMISSION EXP. MAR. 1, 2001

FILED
97 JUN 27 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA