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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

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NAME: UTILICON, INC.

AUDIT NUMBER.....H97000017965

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

CERT. OF STATUS..0

PAGES.....7

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ARTICLES OF INCORPORATION  
OF  
UTILICON, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming 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, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: UTILICON, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

Prepared by:

Carlos C. Lopez-Aguilar, P.A.  
Florida Bar No. 206393  
2300 Coral Way, Suite 100  
Miami, FL 33145.  
(305) 856.7777

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ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 7415 N.W. 7th Street, Miami, Florida 33126. The board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 2300 Coral Way, Miami, Florida 33145.

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ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been hold pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ROLY ENCINOSA	President	21843 N.W. 7th St. Miami, Florida 33190
MONICA S. LOPEZ-CANTERA	Vice-President	11500 S.W. 81st Rd. Miami, Florida
CARLOS M. LOPEZ-CANTERA	Secretary	7840 S.W. 74th St. Miami, Florida 33143
ROLANDO ENCINOSA	Treasurer	14500 Lake Crescent Pl. Miami Lakes, Florida 33014

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

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NAME	ADDRESS	NUMBER OF SHARES
ROLY ENCINOSA	21843 N.W. 7th St. Miami, Florida 33190	40%
MONICA S. LOPEZ-CANTERA	11500 S.W. 81st Rd. Miami, Florida	25%
CARLOS M. LOPEZ-CANTERA	7840 S.W. 74th St. Miami, Florida 33143	25%
ROLANDO ENCINOSA	14500 Lake Crescent Pl. Miami Lakes, Florida 33014	10%

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 28<sup>th</sup> day of October, 1997.

UTILICON, INC., A Florida Corporation,

  
ROLY ENCINOSA,  
President (SEAL)

  
MONICA S. LOPEZ-CANTERA,  
Vice-President (SEAL)

  
CARLOS M. LOPEZ-CANTERA,  
Secretary (SEAL)

  
ROLANDO ENCINOSA,  
Treasurer (SEAL)

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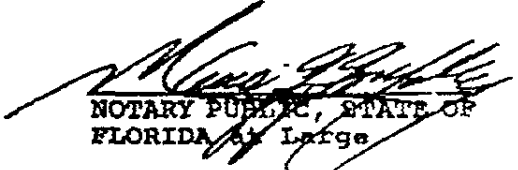
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STATE OF FLORIDA )  
 )SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared ROLY ENCINOSA, CARLOS M. LOPEZ-CANTERA, MONICA S. LOPEZ-CANTERA AND ROLANDO ENCINOSA as officers and directors of UTILICON, INC., to me known to be the persons described in and who provided Florida Drivers License as identification: DL# E525-720-70-3310, DL# L125-557-72-7691, DL# L125-113-73-4690 and, DL# E625-730-47-096-0 who executed the foregoing Articles of Incorporation acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 28 day of October, 1997.

  
NOTARY PUBLIC, STATE OF  
FLORIDA At Large

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation located at 2300 Coral Way Suite 200, Miami, Florida 33145, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT BY DESIGNATED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FLORIDA ANNUAL REPORT SERVICES, INC.

  
AMADA CANTERA LOPEZ,  
PRESIDENT

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