

P97000096643

11/12/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:41 AM

((H97000018803 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: CMI CONTROLS, INC.

AUDIT NUMBER.....H97000018803

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 NOV 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-25598

FILED

97 NOV 12 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CMI CONTROLS, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: CMI Controls, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9300 NW 58 Street, Suite 203
Miami, FL 33178

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Luis E. Pinos
9300 NW 58 Street, Suite 203
Miami, FL 33178

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

PREPARED BY: DOMINGO ALONSO
250 VALENCIA AVENUE
CORAL GABLES, FL 33134
(305) 448-3898

**ARTICLES OF INCORPORATION
PAGE TWO**

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

Cesar R. Novoa
9300 NW 58 Street, Suite 203
Miami, FL 33178

Luis E. Pinos
9300 NW 58 Street, Suite 203
Miami, FL 33178

Lina Nin
9300 NW 58 Street, Suite 203
Miami, FL 33178

ARTICLE VIII - PREEMPTIVE RIGHTS

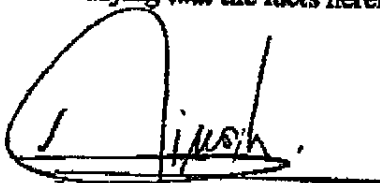
Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Luis E. Pinos
9300 NW 58 Street, Suite 203
Miami, FL 33178

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Luis E. Pinos
State of Florida

ARTICLES OF INCORPORATION
PAGE THREE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to tale acknowledgements personally appeared,

Mr. Luis E Pinos
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 11 day of NOV, 1997



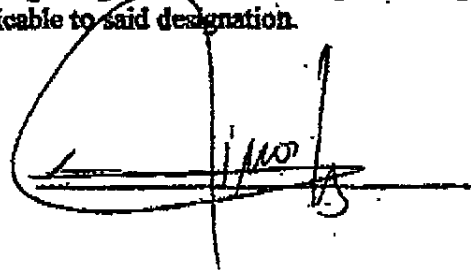
NOTARY PUBLIC, State of Florida

My commission expires:



PILAR PALOMERO
My Commission 00042888
Expires Jan. 20, 1998

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



FILED
97 NOV 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA