

ACCOUNT NO. : 072100000032

REFERENCE: 606408 154897A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: November 19, 1997

ORDER TIME : 12:0 PM

ORDER NO. : 606408-005

CUSTOMER NO: 154897A

Lawrence Penn, Cpa CUSTOMER:

LAWRENCE PENN, CPA

Suite 603

9400 S. Dadeland Boulevard

Miami, FL 33156

DOMESTIC FILING

NAME:

U.C.S. ASSOCIATES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

PEPARIMENTOR OF STATE SHUTARDANDO TO NOISIVID EXPUTUES GESTARDIATES

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ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE. FLORIDA

of

U.S.C. Associates, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

U.C.S. Associates, Inc.

The principal place of business of this corporation shall be:

14028 SW 140 Street Miami, Florida, 33186

ARTICLE II. NĀTURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. Currently the business of this corporation shall be boring underground to enable cable installation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stocks that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 14028 SW 140 Street
Miami, Florida, 33186

and the name of initial registered agent of the corporation at that address is: Ben Walker, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is be exist perpertually.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The name and street address of the initial member of the Board of Directors is: Ben Walker, Jr.

14028 SW 140 Street
Miami, Florida, 33186

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles is:

Ben Walker, Jr. 14028 SW 140 Street Miami, Florida 33186

ARTICLE VIII. AMENDMENT

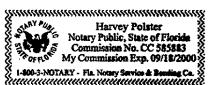
These Articles of Incorporation may be ammended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 18 day of 800, 1997.

STATE OF FLORIDA)
COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared, Benjamin H. Walker Jr. well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

witness my hand and official seal in the County and State named above, this 18th day of Movember, 1997.



Notary Public State of Florida at Large

My commission expires:9/18/2000

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED A

Having been named as Registered Agent of the above corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

DATED This 18 day of NOV, 1997.

(Seal)