



P97000099347

ACCOUNT NO. : 072100000032

REFERENCE : 609051 7140080

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 20, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 609051-005

CUSTOMER NO: 7140080

CUSTOMER: Mr. Indalecio F. Patallo
INDALECIO F. PATALLO

1800 Sw 103 Ave

Miami, FL 33165

200002353832--3
-11/21/97-01015-040
*****70.00 *****70.00

DOMESTIC FILING

NAME: TRANSTECH SYSTEMS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 NOV 21 AM 11: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 AM 10: 38
DIVISION OF CORPORATION

mc 11/21/97

FILED

97 NOV 21 AM 11: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSTECH SYSTEMS INC.

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, BEING A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION, PUSUANT TO PART II, "CLOSED CORPORATIONS", CHAPTER 607, FLORIDA STATUES, AS CURRENTLY AND AS SHALL HEREAFTER BE IN FORCE AND EFFECT, TO THE EXTENT THAT THE AFOREMENTIONED PROVISIONS OF PART II, "CLOSED CORPORATIONS" CHAPTER 607, FLORIDA STATUTES, ARE NOT APPLICABLE THERETO AND NOT IN CONFLICT THEREWITH.

ARTICLE I - NAME. THE NAME OF THIS CORPORATIONS IS:
TRANSTECH SYSTEMS INC.

ARTICLE II - NATURE OF BUSINESS : THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND OF THE STATE OF FLORIDA.

ARTICLE III - CAPTILS STOCK. THE MAXIMUM NUMBER OF SHARES OF STOCK THE CORPORATION IS AUTHORIZED TO HAVE ISSUED AND OUTSTANDING AT ANY ONE TIME IS 500 SHARES OF NON-ASSESABLE COMMON STACK HAVING A NOMINAL OF PAR VALUE OF \$1.00.

ARTICLE IV - INITIAL CAPITAL. THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL COMMENCE BUSINESS IS NOT LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V - TERM OF EXISTENCE. THE CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE VI - ADDRESS. THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA IS 1800 SW 103 AVE, MIAMI, FL 33165. THIS CORPORATION MAY MOVE IT'S PRINCIPAL OFFICE TO PLACES WITHIN AND WITHOUT THE STATE OF FLORIDA.

ARTICLE VII - MANAGEMENT. THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE BOARD OF DIRECTORS. ANY ACTIONS REQUIRED OR PERMITTED BY PART I OR PART II, CHAPTER 607, FLORIDA STATUTES, SHALL BE TAKEN IN A MAJORITY VOTE OF THE BOARD OF DIRECTORS. THE DIRECTORS SHALL BE ELECTED BY THE STOCKHOLDERS BY MAJORITY VOTE. EACH STOCKHOLDER SHALL BE ENTITLED TO ONE VOTE FOR EACH ISSUED AND OUTSTANDING SHARE OF WHICH HE, SHE OR IT, IS THE RECORD OWNER.

ARTICLE VIII - SUBSCRIBER. THE NAME, STREET ADDRESS AND NUMBER OF SHARES SUBSCRIBED BY THE INITIAL SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION ARE:

NAME	ADDRESS	#OF SHARES
INDALECIO F PATALLO	1800 SW 103 AVE, MIAMI FL 33165	51
DANIEL ALFRED DEVESON	9516 TIMBERLAKE RD #101 LYNCHBURG, VA 24502	49

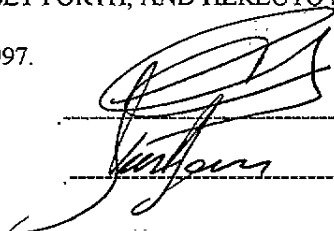
THE INITIAL SUBSCRIBER CERTIFIES THAT THE CONSIDERATION FOR THE STOCK FOR WHICH HE HAS SUBCRIBED IS NOT LESS THAN THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS AS SET FORTH IN ARTICLE IV HEREOF.

ARTICLE IX - EXISTENCE. THE CORPORATION SHALL EXIST ON THE 20TH OF NOVEMBER OF 1997, SUCH DATE BEING THE DAY ON WHICH THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION SHALL PURCHASE AND BE ISSUED SHARES SUBSCRIBED FOR.

ARTICLE X - AMENDMENTS. THE CORPORATION MAY AMEND OR REPEL ANY PROVISION, PART OR PARTS OF THESE ARTICLES OF INCORPATION UPONS AN AFFIRMATIVE VOTE OF A MAJORITY FO THE ISSUED AND OUTSTANDING STOCK AT A DULY CONSTITUTED SHAREHOLDERS MEETING.

ARTICLE XI - BY LAWS AND STOCKHOLDERS AGREEMENT. THE STOCKHOLDERS SHALL HAVE THE POWER TO MAKE, AMEND OR REPEL BY-LAWS OR A STOCKHOLDERS AGREEMENT IN PLACE OF BY-LAWS CONCEERNING ALL MATTERS AND THINGS SO LONG AS SUCH BY-LAWS OR STOCKHOLDERS AGREEMENT ARE NOT IN CONFLICT WITH THESE ARTICLES OF INCORPORATION AS THEY ARE NOW OR HEREAFTER IN FORCE AND EFFECT.

IN WITNESS HEREOF, I , THE UNDERSIGNED SUBCRIBER, BEING THE ORIGINAL SUBSCRIBER TO THE CAPITAL STOCK HEREIN ABOVE DESCRIBED FOR THE PURPOSES OF FORMING A CORPORATION TO DO BUSINESS WITHIN AND WITHOUT THE STATE OF FLORIDA, DO MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN CONTAINED ARE TRUE, AND DO AGREE TO TAKE A NUMBER OF SHARES HEREIN ABOVE SET FORTH, AND HEREUTO SET MY HAND AND SEAL THIS 17TH DAY OF NOVEMBER OF 1997.



STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMOCILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, FLORIDA
STATUTES:

A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL OFFICE AT 1800 SW 103 AVE, MIAMI , FL 33165 HAS NAMED
INDALECIO F PATALLO LOCATED AT 1800 SW 103 AVE, MIAMI FL, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

OFFICERS:

DANIEL A DEVESON	PRESIDENT & SECRETARY	9516 TIMBERLAKE RD, #101, VA
INDALECIO F PATALLO	VICE PRESIDENT & TRESURER	1800 SW 103 AVE, MIAMI FL

DIRECTORS

DANIEL A. DEVESON	9516 TIMBERLAKE RD, # 101, LYNCHBURG, VA 24502
INDALECIO F PATALLO	1800 SW 103 AVE, MIAMI, FL 33165

BY: 

CORPORATE OFFICER

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS: TO KEEP OFFICE OPEN DURING PRESCRIBED HOURS; TO POST MY NAME (AND ANY OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNED ADDRESS) IN SOME CONSPICUOUS PLACE IN OFFICE AS REQUIRED BY LAW.



RESIDENT AGENT

FILED
97 NOV 21 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE : \$70.00

STATE OF FLORIDA

SS

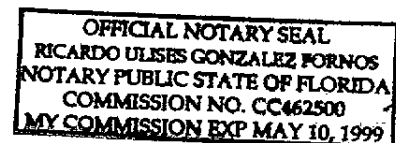
COUNTY OF METRO MIAMI

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED INDALECIO F
PATALLO TO ME WELL KNOWN INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE
FORGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGES BEFORE ME THAT HE
EXECUTED SAME FOR PURPOSES THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL AT MIAMI,
METRO MIAMI COUNTY, FLORIDA, THIS 17TH DAY OF NOVEMBER OF 1997.

State of Florida, County of Dade
Signed before me on this 17 day
of Nov., 19 97 by Indalecio F. Patallo
Notary Public Ricardo Gonzalez

Ricardo Gonzalez
NOTARY PUBLIC, STATE OF FLORIDA



INDALECIO F. PATALLO