

P97000106429

2850 State Road 84
#1-5
Davie, Florida 33325
Office: (954) 423-0731
Fax: (954) 423-0731

A.C.S. Technologies, Inc.

December 16, 1997

Secretary of State
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/18/97--01053--002
****122.50 ****122.50

To Whom It May Concern:

Enclosed you will find the Articles of Incorporation for A.C.S. Technologies, Inc., along with the filing fee for \$122.50. If you need to contact me for any reason please do so at the above telephone number and address. The address to return the filed copy of the Articles of Incorporation is as follows:

A.C. S. Technologies, Inc.
12850 State Road 84
1-5
Davie, Florida 33325

I am sure that you will find everything in order. As I said before you may feel free to contact me at the above-mentioned address and telephone number regarding any questions. Thank you for your time and efforts regarding this matter your prompt attention would be greatly appreciated.

Sincerely,



Anthony W. Santos II
A.C. S. Technologies, Inc.

FILED
97 DEC 18 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-18-97

**ARTICLES OF INCORPORATION
OF**

A.C.S. TECHNOLOGIES, INC.

EFFECTIVE DATE
1-1-98

FILED
97 DEC 18 AM 7:55
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: **A.C.S. TECHNOLOGIES, INC.**

ARTICLE II

This corporation shall have perpetual existence, and shall commence on January 1, 1998.

ARTICLE III

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Every shareholder, upon 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is 12850 State Road 84, #1-5, Davie, Florida 33325 and the name of the initial registered agent of this corporation at that address is ANTHONY W. SANTOS II.

ARTICLE VIII

The name and address of the incorporator is:

NAME

ADDRESS

ANTHONY W. SANTOS II

12850 State Road 84 #1-5
Davie, Florida 33325

ARTICLE IX

The initial board of directors of the corporation shall consist of two directors and such directors shall hold office for the first year of the corporation's existence, or until their successor has been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased by the bylaws of the corporation but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

NAME

ADDRESS

ANTHONY W. SANTOS II

12850 State Road 84 #1-5
Davie, Florida 33325

WILLIAM M. FORD

670 Greenriver Lane
Davie, Florida 33325

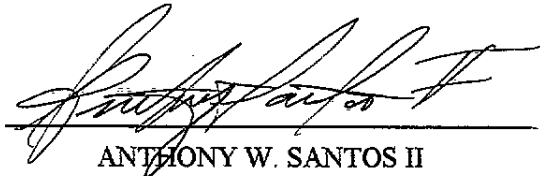
ARTICLE X

The stock of this corporation shall be issued pursuant to a plan under section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE XI

This corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of December, 1997.


ANTHONY W. SANTOS II

STATE OF FLORIDA :
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared ANTHONY W. SANTOS II personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of December, 1997.

Signature Shirley L. Devries Affiant X Known X Produced ID _____
Notary Public ID Produced _____



SHIRLEY L. DEVRIES
MY COMMISSION # GC363092 EXPIRES
April 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

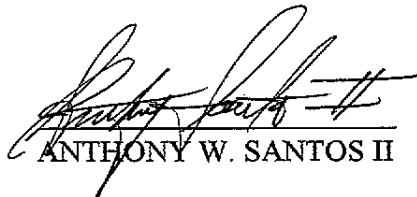
NAMING AGENT UPON WHOM PROCES MAY BE SERVED

In pursuant of Florida Statutes, the following is submitted in compliance with said Act:

First: That **A.C.S. TECHNOLOGIES, INC.** desiring to organize under the laws of the State of Florida, with its principal office located at 12850 State Road 84, #1-5, Davie, Florida 33325, as indicated in the Articles of Incorporation, has named ANTHONY W. SANTOS located at 12850 State Road 84, #1-5, Davie, Florida 33325 as registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at 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.


ANTHONY W. SANTOS II