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VIA FEDERAL EXPRESS

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

RE: Articles of Incorporation

Ladies/Gentlemen:

Enclosed please find three separate checks made payable to the Secretary of State for \$122.50, together with the original executed Articles of Incorporation and Acknowledgment of registered agent for the following corporations:

ACI Direct, Inc.

Controls Direct, Inc.

Panucci, Inc.

Please file the corporate documents and return a Certificate upon completion.
A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your cooperation.

Very truly yours,

Sharon Jackson

Sharon Jackson
Assistant to John J. Shea, Jr.

Enclosures

Reply To:

Sarasota

December 24, 1997

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Office Use Only

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONTROLS DIRECT, INC.

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **CONTROLS DIRECT, INC.**

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 4505 18th Street East, Bradenton, Florida 34203.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority

PREPARED BY: John J. Shea, Jr.
BECKER & POLIAKOFF, P.A.
630 S. Orange Ave., 3rd Flr
Sarasota, FL 34236
Florida Bar No. 261424

of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of two directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald G. Panuce	4505 18th Street East, Bradenton, FL 34203
Marsha R. Panuce	4505 18th Street East, Bradenton, FL 34203

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John J. Shea, Jr.	630 S. Orange Ave., Suite 300 Sarasota, Florida 34236

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

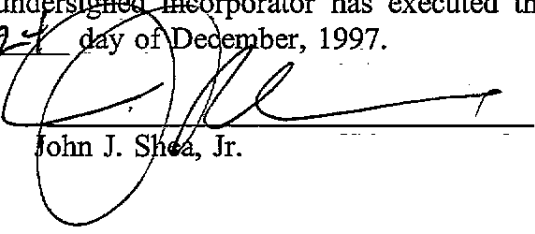
ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named John J. Shea, Jr. as its agent to accept service of process within the State. The street address of the initial registered office is 630 S. Orange Ave., #300, Sarasota, Florida 34236.

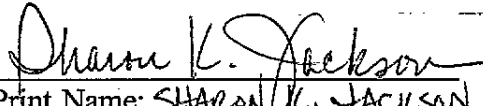
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation effective this 24th day of December, 1997.


John J. Shea, Jr.

STATE OF FLORIDA
COUNTY OF SARASOTA

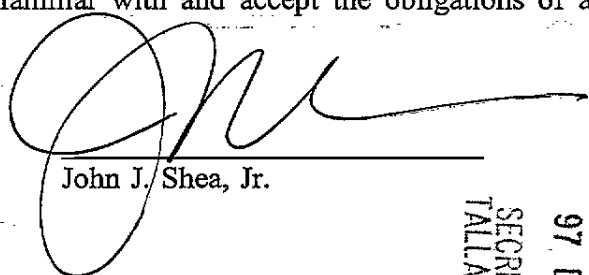
The foregoing instrument was acknowledged before me this 24th day of December, 1997 by John J. Shea, Jr., who is personally known to me or who has produced a Florida Driver's License as identification.




Print Name: SHARON K. JACKSON
NOTARY PUBLIC
My commission expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position as registered agent.


John J. Shea, Jr.

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