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B. LESLIE SCHARFMAN
Attorney At Law
39 East 6th Street
Hialeah, Florida 33010
Tel: (305) 888-2844 Fax: (305) 883-6609

VIA PRIORITY MAIL

December 31, 1997

Please RETURN TO ASAP

Attorneys' Title Insurance Fund
660 East Jefferson Street, Suite 220
Tallahassee, FL 32301

Attn: Barbara Keys
Tel: 800/848-7890

900002388768-1-9
-01/05/98-01001-009
*****70.00 *****70.00

Re: Filing Articles of Incorporation for UDET, Inc.

Dear Barbara:

I enclose the following:

- a. Articles of Incorporation and copy of same;
- b. Letter to Secretary of State;
- c. Check for \$70 to Secretary of State; and
- d. Check for \$15 to ATIF.

RECEIVED
98 JAN -2 PM 3:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please file the Articles on receipt and forward the date-stamped copy of the Articles to me by fax (305/883-6609), with the "hard copy" to follow as soon as possible.

I thank you in advance for your prompt attention to this matter.

Yours very truly,

B. Leslie Scharfman
B. LESLIE SCHARFMAN

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Attorney At Law
39 East 6th Street
Hialeah, Florida 33010
Tel: (305) 888-2844 Fax: (305) 883-6609

December 31, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Filings
Re: Incorporation of "UDET, Inc."

Ladies and Gentlemen:

In connection with the referenced incorporation, I enclose the following:

- a. Original executed Articles of Incorporation with acceptance by registered agent and copy of same; and
- b. Check payable to the Secretary of State in the amount of \$70.00 for the
 - i) Corporate Filing Fee—\$35.00; and
 - ii) Registered Agent Filing Fee—\$35.00.

Please deliver a copy of the Articles of Incorporation showing receipt and Charter Number assigned by the Department of Corporations to the Attorneys' Title representative.

Should you have any question concerning the referenced matter, please do not hesitate to contact me at 305/888-2844.

Thank you for your prompt attention to this matter.

Very truly yours,


B. Leslie Scharfman

ARTICLES OF INCORPORATION
OF

UDET, Inc.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "UDET, Inc." Its place of business and mailing address is 10020 NW 80 Avenue, Miami, FL 33016.

ARTICLE II

The duration of this corporation is to be perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

The corporation shall have authority to issue 150 shares, all of one class, \$1.00 per share par value.

ARTICLE V

The street address of the initial registered agent is 10020 NW 80 Avenue, Miami, FL 33016. The name of the corporation's registered agent at such address is Juan A. Fontalvo.

ARTICLE VI

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall number at least one.

ARTICLE VII

The initial Board of Directors is composed of three directors whose names and addresses are:

Luis Eduardo Reyes--10020 NW 80 Avenue, Miami, FL 33016.

Juan A. Fontalvo--10020 NW 80 Avenue, Miami, FL 33016.

Jose Aleman--10020 NW 80 Avenue, Miami, FL 33016.

ARTICLE VIII

The name and address of the incorporator are Jose Aleman--10020 NW 80 Avenue, Miami, FL 33016.

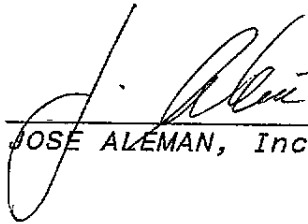
ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

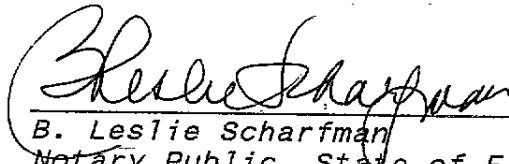
IN WITNESS WHEREOF I, Jose Aleman, being the Incorporator of this corporation, make and file these Articles of Incorporation this 31st day of December, 1997.



JOSE ALEMAN, Incorporator

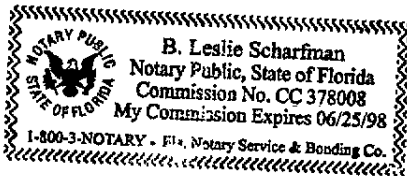
STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 31st day of December, 1997, by JOSE ALEMAN, Incorporator, who produced a Florida Driver's License and did take an oath, for the purposes herein expressed.



B. Leslie Scharfman
Notary Public, State of Florida

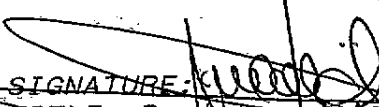
My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is : UDET, Inc
2. The name and address of the registered agent and office are:
Name: Juan Fontalvo
Address: 10020 NW 80 Avenue, Miami, FL 33016

SIGNATURE: 
TITLE: Registered Agent
DATE: December 31, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 