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SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 JAN 29 AM 8:55

VALUATION

Investor's Name

2534 S.W. 6 Street

010000

Miami, FL 33135 (305) 541-4040

Y State ZIP Phone

700002415857--1

-01/29/98--01049--013

****122.50 ****122.50

CORPORATION NAME

WINDMILL SCIENTIFIC CORP.

Profit

) NonProfit

1. Amendment

() Merger

1 Foreign

1. Dissolution

() Allen Business Organization

Limited Partnership

() Change of Registered Agent

1 Other:

1 Certified Copy

(1 Photo Copies

() Certificate Under Seal

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| REFUND | |
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D. BROWN FEB - 2 1998

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ARTICLES OF INCORPORATION
OF
WINDMILL SCIENTIFIC CORP.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is WINDMILL SCIENTIFIC CORP.

ARTICLE II

The general nature of the business or business to be transacted by this corporation is _____.

(1) To purchase, lease, hire, or otherwise in any manner acquire, own, hold, operate, develop, manufacture, produce, process, improve, sell, assign, transfer, exchange, mortgage, pledge or otherwise in any manner dispose of, turn to account or convey or deal in or with, as principal, agent broker, real property, improved or unimproved, and personal property, tangible or intangible, including, without limitation, securities and obligations of any issuer whether or not incorporated;

(2) To apply for, acquire, hold, own, enter into, use, dispose of and generally deal in and with grants, concessions, franchises, licenses, copyrights, patents, trademarks, trade names and similar rights and interest of every kind and description;

(3) To assist financially and otherwise any entity, wherever located, any security, chose in action, contract or obligation which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest;

(4) To form or acquire, alone or jointly with others, subsidiary corporations without regard to whether the purpose of such corporations is commensurate with the purposes stated in these Articles of Incorporation, and to convey and assign all or any part of the assets of the Corporation to any such subsidiary corporation or corporations in exchange for shares of the capital stock or other securities or evidences of indebtedness of such subsidiary corporation or corporations;

(5) To enter into general partnerships, limited partnerships (as general or limited partner), joint venture, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, jointly or in common with others;

(6) To acquire, in whole or in part, the business including the real and personal property of every kind, and to assume the whole or any part of the liabilities of any person, firm, association or corporation, and to hold or in any manner use or dispose of the whole or any part of any business and property so acquired;

(7) To pay for any property, securities, rights, or interest acquired by the Corporation in cash or other property, rights or interests acquired by the corporation or held by the corporation or issuing and delivering in exchange therefore its own obligations or securities however evidenced;

(8) To do any and all things herein set forth to the same extent as fully as natural persons might or could do and to do any and all other acts and things necessary, appropriate or convenient for the furtherance of or incidental to the business objectives and purposes herein enumerated.

The foregoing enumeration shall be construed in accordance with applicable provisions of law and, to the extent therein permitted, shall be construed as powers as well as purposes and shall not be considered to exclude, limit or restrict in any manner any power, rights or privileges given to the corporation by law, or to limit or restrict the general powers of the corporation found in Chapter 607 of the Florida Statutes or any other applicable statute, regulation, decision or ruling now or hereafter in effect.

Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of Florida or of any other State or territory, dependency or

foreign country in which the corporation may carry on business shall not invalidate any other purpose, power or object not so prohibited, by reason of its contiguity or apparent association therewith.

ARTICLE III

The Corporation shall have one class of common shares, all of which shall have unlimited voting rights. The maximum number of common shares of stock that this Corporation is authorized to have outstanding at any time is 5000 shares of common stock with unlimited voting rights, and a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The initial street address of the principal office of this corporation in the State of Florida is 4210 N.W. 4th Street, Miami, FL 33126.

ARTICLE V

This corporation may have such other offices within or without the State of Florida, and within or without the United States of America as may be necessary or convenient. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII

The names and street addresses of the first Board of Directors of this Corporation who shall hold office until their successors are elected and have qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| Roberto P. Barcala, Jr. | 4210 N.W. 4th Street Miami, FL 33126 |

ARTICLE VIII

The address of the Corporation's registered office is 2534 S.W. 6th Street, Miami, FL 33135. The name of its initial registered agent is Richard A. Crisonino, Esq., whose address is 2534 S.W. 6th Street, Miami, FL 33135.

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscribers are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------------|---|
| Richard A. Crisonino, Esq. | 2534 S.W. 6th Street Miami, FL 33135 |

ARTICLE X

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of this

corporation, or securities of this corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE XI

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein are granted subject to this reservation.


RICHARD A. CRISONINO

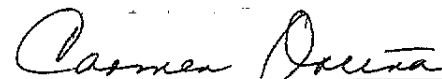
STATE OF FLORIDA

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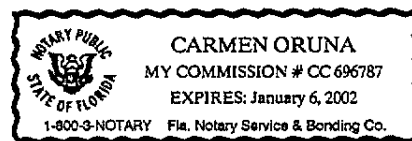
COUNTY OF DADE

TO ALL WHOM IT MAY CONCERN, BE IT KNOWN that before me, the undersigned officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgements and affidavits, this day personally appeared RICHARD A. CRISONINO, to me well known and known to me to be the person who subscribed to and signed the above and foregoing Articles of Incorporation, and acknowledged making and subscribing to the above Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 28th day of January, 1998.


Notary Public, State of Florida

My commission expires:



The undersigned, having been named to accept service of process for the above corporation at the above stated address hereby accepts such appointment and agrees to comply with the

provisions of Chapter 48.091 of the Florida Statutes insofar as they apply to him as such agent.



RICHARD A. CRISONINO

I, the subscriber to these Articles of Incorporation, have hereunto set my hand and seal this the 28 day of January, 1998.



RICHARD A. CRISONINO

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