

P98000024207

TRANSMITTAL LETTER

March 12, 1998

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

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-03/13/98--01047--010
****122.50 ****122.50

Re: WESTECH INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address below.

Sincerely,



Antonio J. Castillo
c/o Michael W. Dwyer
5965 Southwest 8th Street
Miami, Florida 33144
1-305-264-4456

Encl: (1) copy of Articles
check for \$ 122.50
Self Addressed Stamped envelope

FILED
98 MAR 13 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN 3-16-98

ARTICLES OF INCORPORATION
OF
WESTECH INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: WESTECH INTERNATIONAL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

WESTECH INTERNATIONAL, INC.
2386 Southwest 5th Street
Miami, Florida 33135

ARTICLE III SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent and the street address of the initial registered office of the corporation shall be:

ANTONIO J. CASTILLO
2386 Southwest 5th Street
Miami, Florida 33135

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TALLAHASSEE, FLORIDA

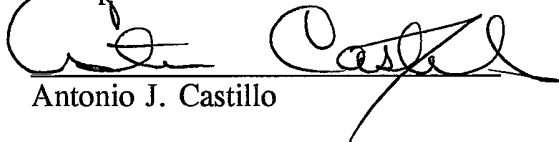
ARTICLE V INCORPORATORS

The name and address of the incorporator is:

ANTONIO J. CASTILLO
2386 Southwest 5th Street
Miami, Florida 33135

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
12th day of March, 1998.

Incorporator:


Antonio J. Castillo

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 12th day of
March, 1998, by Antonio J. Castillo, who has produced the following type of identification,
a Florida Drivers License # C234-004-58-090-0.


Notary Public
State of FLORIDA
My Commission Expires:



MICHAEL W DWYER
My Commission CC505989
Expires Oct. 26, 1999

CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF § 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: WESTECH INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

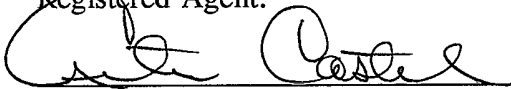
ANTONIO J. CASTILLO
2386 Southwest 5th Street
Miami, Florida 33135

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TALLAHASSEE, FLORIDA

ACCEPTANCE:

Having been named as Registered Agent 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.

Registered Agent:


Antonio J. Castillo - signature

3-12-98
date