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June 26, 1998

FILED
98 JUL -6 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Impact Technologies of South Florida, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and the Certificate of Registered Agent of Impact Technologies of South Florida, Inc. and this firm's check in the amount of \$122.50. Please forward a certified copy of the Articles of Incorporation to the above-referenced address at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,



WILLIAM S. NOONAN

WSN

Enclosure

NOONAN
642 HAMPTON LA.
K-3Y BISCAYNE, FL,
33149

50
7/7

ARTICLES OF INCORPORATION
OF
IMPACT TECHNOLOGIES OF SOUTH FLORIDA, INC.

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

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Impact Technologies of South Florida, Inc.

ARTICLE II

ADDRESS OF CORPORATION

The mailing address of this corporation is 642 Hampton Lane, Key Biscayne, Florida 33149.

ARTICLE III

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE IV

NATURE OF BUSINESS

The purpose of this corporation is to engage in all lawful forms of business permitted under the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The corporation shall have authority to issue one class of stock designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

There shall be two initial directors constituting this corporation's initial board of directors. The initial directors shall be William S. Noonan and David J. Williams, whose addresses are: 642 Hampton Lane, Key Biscayne, Florida, 33149 and 13700 S.W. 62nd Street, No. 209, Miami, Florida 33183, respectively.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of this corporation shall be William S. Noonan, whose address is: 642 Hampton Lane, Key Biscayne, Florida 33149.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is William S. Noonan, whose address is: 642 Hampton Lane, Key Biscayne, Florida 33149.

ARTICLE IX

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or person who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be legally granted.

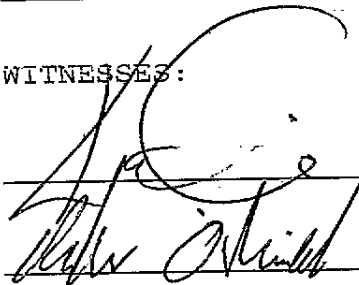
ARTICLE XI

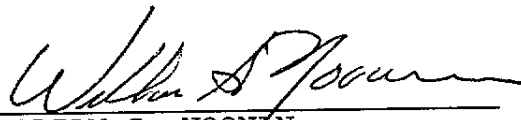
AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of June, 1998.

WITNESSES:



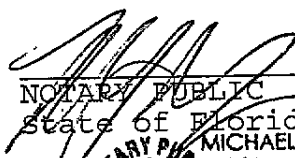

WILLIAM S. NOONAN

STATE OF FLORIDA

COUNTY OF DADIE

BEFORE ME, the undersigned authority, personally appeared William S. Noonan, who is well known to me or who has produced DRIVERS LICENSE as identification to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at 2633 W 76th, in Dade County, State of Florida this 26 day of June, 1998.


NOTARY PUBLIC
State of Florida at Large
MICHAEL J. SHELLENBERGER
COMMISSION # CC581367
EXPIRES SEP 02, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325, Florida Statutes, the Florida General Corporation Act, the following is submitted:

References to Professional Service Corporation Act.

That Impact Technologies of South Florida, Inc. desiring to incorporate under the laws of the State of Florida, has named William S. Noonan, with an address of 642 Hampton Lane, Key Biscayne, Florida 33149 as its Registered Agent for service of process and other legal matters.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 26 day of June, 1998.

BY: William S. Noonan

WILLIAM S. NOONAN

STATE OF FLORIDA

COUNTY OF DSD2

BEFORE ME, the undersigned authority, personally appeared William S. Noonan, who is personally known to me and who, after being duly sworn, deposes and says that having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, he hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping said office.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at 2633 W. 76th, in DSD2 County, State of Florida this 26 day of June, 1998.

[Signature]
NOTARY PUBLIC
State of Florida
COMMISSION # CC581367
EXPIRES SEP 02, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.