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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 487-6013

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: UNIVERSAL PRECISION U.S.A., INC.

AUDIT NUMBER.....H98000019741

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

UNIVERSAL PRECISION U.S.A., INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:

UNIVERSAL PRECISION U.S.A., INC.

ARTICLE II

The principal office or mailing address of the corporation is:

3260 Northwest 23 Avenue  
Suite 1000-B  
Pompano Beach, Florida 33069

ARTICLE III

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

ARTICLE IV

The maximum number of shares of capital stock that the corporation is authorized to issue is 7,500 shares of common stock at \$1.00 par value.

The holders of common stock shall have preemptive rights to purchase any shares of the corporation hereafter issued or any

Bruce J. Benenfeld, Esquire  
7770 West Oakland Park Boulevard  
Suite 100  
Sunrise, FL 33351  
(954) 747-6920  
Florida Bar No. 217311

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securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for purchase, or otherwise acquire such shares.

ARTICLE V

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

WILLIAM FERRARA  
3260 Northwest 23rd Avenue  
Suite 1000-E  
Pompano Beach, Florida 33069

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

BRUCE J. BENENFELD  
NationsBank Bldg., Suite 100  
7770 W. Oakland Park Boulevard  
Sunrise, Florida 33351

ARTICLE VII

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

ARTICLE VIII

The corporation shall indemnify any Officer, or any former Officer or Director, to the full extent permitted by Law.

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ARTICLE IX

The Registered Agent of the corporation shall be BRUCE J. BENENFELD, ESQUIRE, whose registered office within this State is:

7770 W. Oakland Park Blvd.  
Suite #100  
Sunrise, Florida 33351

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 22 day of October, 1998.

  
BRUCE J. BENENFELD, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above-named corporation, I hereby agree to accept the appointment.

  
BRUCE J. BENENFELD, ESQ.

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SECRETARY OF STATE

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STATE OF FLORIDA )  
 ) SS  
COUNTY OF BROWARD )

I HEREBY CERTIFY that BRUCE J. BENENFELD, this day acknowledged before me and that he executed the foregoing Articles of Incorporation, and I further certify that the said person making such acknowledgment to be the individual described in and who executed the said instrument. The person described herein is (X) personally known to me or ( ) presented identification in the form of \_\_\_\_\_ and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 22 day of October, 1998.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:

Perrara\3034\LEECART.3



SUSAN JOY SMITH  
My Commission CC515738  
Expires Dec. 17, 1999

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