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November 18, 1998

VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700002691507--7
-11/19/98--01055--013
****122.50 *****78.75

Re: Incorporation of PRIMOTEK, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$122.50 representing the filing fee regarding:

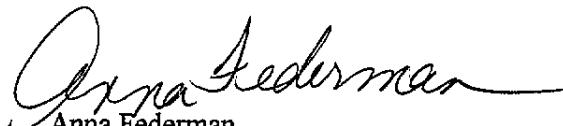
PRIMOTEK, INC.

Please return a stamped copy of the Articles of Incorporation to our office.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP


Anna Federman
For The Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:32

/rh

Enclosures (1)

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11-24

ARTICLES OF INCORPORATION

OF

PRIMOTEK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:32

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

ARTICLE I

The name of the corporation is PRIMOTEK, INC.. whose principal place of business is 2950 N.W. 106TH AVE. Sunrise, Florida 33322-1032.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares of Common Stock with a par value of \$1.00 per share. All common shares will be identical with each other in every respect and the holders of common shares shall be entitled to one vote per each share on all matters on which shareholders have the right to vote.

ARTICLE V

The address of its initial registered office is Primotek, Inc. 2950 NW 106Th AVE, Sunrise, Florida 33322-1032 and the name of its initial registered agent at said address is Juan E. Pesantes.

ARTICLE VI

The number of directors constituting its initial Board of Directors is three(3), whose names and addresses are:

Elias A. Velarde	Juan E. Pesantes
2950 NW 106th Ave.	2950 NW 106th Ave.
Sunrise, Fl. 33322	Sunrise, Fl. 33322
Maria Esther Velarde	
2950 NW 106th Ave.	
Sunrise, Fl. 33322	

ARTICLE VII

The name and address of the incorporator is:
Juan E. Pesantes 2950NW 106th Ave. Apt. 4
Sunrise, Fl. 33322

ARTICLE VIII

The shareholders shall have power to adopt, amend, alter or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a two thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for value (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

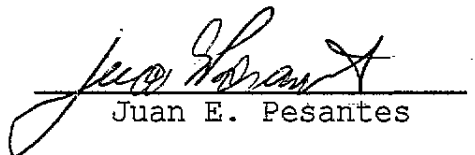
The corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Section 607.0203 Florida Statute (1995), the effective date of the commencement of corporate existence is the 18th day of November 1998, which is the day of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Ft. Lauderdale, Broward County, Florida, on the 18th day of February, 1998.

STATE OF FLORIDA
COUNTY OF BROWARD


Juan E. Pesantes

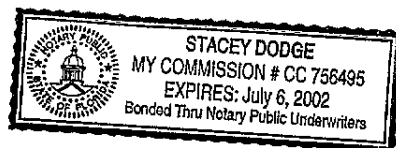
BEFORE ME, the undersigned authority, personally appeared Juan E. Pesantes who is well known to be the person described in and who subscribed to the above Articles of Incorporation, and freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 18th day of November, 1998.

Stacey Dodge
Notary Public, State of Florida

Printed Name: Stacey Dodge

My Commission Expires:



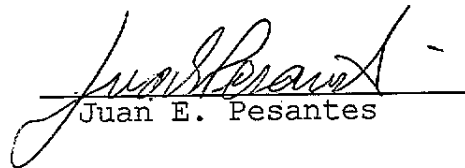
ACKNOWLEDGEMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:32

BEFORE ME, the undersigned authority personally appeared Juan E. Pesantes, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Juan E. Pesantes

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 18th day of November, 1998.


Notary Public, State of Florida

My Commission Expires Printed Name: Stacey Dodge

