

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

PRECISE NDE, INC.

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**ARTICLES OF INCORPORATION OF
PRECISE NDE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. **NAME.** The name of this corporation is **PRECISE NDE, INC.**, and its principal place of business is **4668 NW 69TH AVENUE, MIAMI, FL 33166.**
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any and all lawful activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 per value.
5. **INITIAL REGISTERED OFFICER AND AGENT.** The name and street address of the initial Registered Agent and Officer of this corporation is as follows:

JULIO RICARDO
4668 NW 69TH Avenue
Miami, FL 33166

6. **CUMULATIVE VOTING.** In the election of directors of the corporation, the principle of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of his shares with voting rights multiplied by the number of directors to be elected. He may divide and distribute his votes, as so calculated, among any two or more candidates for the directorships to be filled, or he may cast all his votes for a single candidate. A shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but his ballot shall be invalid if the total votes shown thereon are in excess of the total number of votes to which he is entitled.

Prepared by:
ACE! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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At any such election the candidates receiving the highest number of votes, up to the number of directors to be chose, shall stand elacted, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

7. **DIRECTORS.** This corporation shall have an initial board of directors of two members. The number of members of the board of directors may hereafter be established in accordance with the bylaws of the corporation. The initial directors of the corporation are:

JULIO RICARDO
4668 NW 69th Avenue
Miami, FL 33166

MARIO E. LEON
4668 NW 69th Avenue
Miami, FL 33166

8. **SHAREHOLDER QUORUM AND VOTING.** Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. **GREATER VOTING REQUIREMENTS.** The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers; sale of assets; and dissolution.

10. **INCORPORATORS/SHAREHOLDERS.** The name and address of the Incorporators signing these Articles of Incorporation are:

JULIO RICARDO
4668 NW 69th Avenue
Miami, FL 33166

50 SHARES

MARIO E. LEON
4668 NW 69th Avenue
Miami, FL 33166

50 SHARES

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11. **OFFICERS.** The initial officers of the corporation shall be:

JULIO RICARDO
4668 NW 69th Avenue
Miami, FL 33166

PRESIDENT/TREASURER

MARIO E. LEON
4668 NW 69th Avenue
Miami, FL 33166

VICE PRESIDENT/SECRETARY

12. **INDEMNIFICATION.** The corporation shall indemnify any officer, director, employee, agent, or shareholder, or any former officer, director, employee, agent, or shareholder, to the full extent permitted by law.
13. **INFORMAL ACTION OF SHAREHOLDERS.** If all the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.
14. **AUTHORITY TO MORTGAGE OR PLEDGE ASSETS.** The corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment of the performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of sixty (60%) of the shares of the corporation entitled to vote thereon and not otherwise.
15. **MEETINGS BY CONFERENCE TELEPHONE.** Officers, Directors, and Shareholders may participate in meetings by means of conference telephone.
16. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

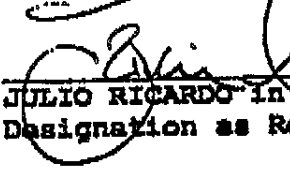
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IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 26th day of February, 1999.


JULIO RICARDO, Incorporator


MARIO E. LEON, Incorporator


JULIO RICARDO in acceptance of
Designation as Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared JULIO RICARDO and MARIO E. LEON, to me know to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of February, 1999.


MERLE SARDINA, Notary Public
State of Florida

My Commission Expires:



M SARDINA
My Commission OC587808
Expires Jun. 26, 2000

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