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Reply to:
VICKY VELUNZA
INTERNET: vvelunza@broadandcassel.com

April 1, 1999

VIA U.S. MAIL

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/05/99--01068--001
*****78.75 *****78.75

**Re: Incorporation of All Appliance Service & Maintenance,
Inc.**

Dear Sir/Madam:

In connection with the above-referenced, enclosed please find original and one copy of Articles of Incorporation for All Appliance Service and Maintenance, Inc., to be filed with the Secretary of State. I have also enclosed my check in the amount of \$78.75 made payable to the Secretary of State representing the filing fee, registered agent designation and the certified copy fee.

Once filed, please return the certified copy to me, in the self-addressed stamped envelope provided.

Thank you for your attention to this matter.

Sincerely,

BROAD AND CASSEL

Vicky Velunza
Vicky Velunza

Secretary to Thomas J. Palmieri, P.A.

:VV
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 APR -5 PM 3:58

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 PM 3: 58

OF

ALL APPLIANCE SERVICE & MAINTENANCE, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is All Appliance Service & Maintenance, Inc. (the "Corporation").

SECOND: The street address of the initial principal office and mailing address of the Corporation is 5930 S.W. 4th Street, Miami, Florida 33144.

THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 5930 S.W. 4th Street, Miami, Florida 33144 and the registered agent at that address is: Victoria Velunza.

FIFTH: The name and address of the incorporator of the Corporation is:

Jorge Paez
3511 S.W. 23rd Street
Miami, Florida 33145

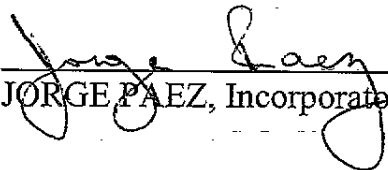
SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Jorge Paez
3511 S.W. 23rd Street
Miami, Florida 33145

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law in effect on the date hereof or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of April, 1999.



JORGE PAEZ, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: Victoria Velunza
Victoria Velunza

FILED
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