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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
METRO DESIGN GROUP, INC.

ARTICLE I

NAME

The name of the corporation shall be METRO DESIGN GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida; further without limitation;

To conduct all phases of business related to mechanical and electrical design consultation. The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraphs of these Articles of Incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general power conferred on this corporation by the laws of Florida.

The corporation is specifically permitted to engage in any legal business in any other state as well as the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is

authorized to have outstanding at any time is ONE HUNDRED (100) SHARES with a par value of TEN (\$10.00) DOLLARS per share. Ownership of shares of stock is as follows:

Peter T. Russo                      100 shares

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS.

#### ARTICLE V

##### CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at:

2831 Exchange Court  
West Palm Beach, FL 33409

The corporation shall have the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

ARTICLE VII

DIRECTORS

The first Board of Directors of the corporation shall consist of two members as follows:

Peter T. Russo

The initial officers of the corporation who shall serve from the commencement of the corporation's existence until their successors are elected and qualified, shall be as follows:

Peter T. Russo- President, Vice President, Secretary and Treasurer.

Directors need not be residents of the State of Florida or stockholders of the corporation. The number of directors may be increased or decreased by bylaw adopted by the shareholders.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles as incorporator is:

Peter T. Russo  
2831 Exchange Court  
West Palm Beach, FL 33409

ARTICLE IX

PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the

corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE X

##### BY-LAWS

The power to adopt the initial by-laws shall be vested in the directors. The power to amend or repeal the by-laws, or adopt new by-laws is reserved to the directors.

#### ARTICLE XI

##### INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

#### ARTICLE XII

##### AMENDMENT

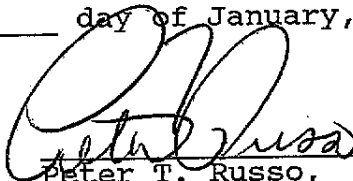
These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of the shareholders by the holders of a majority of the outstanding shares entitled to vote, or may be amended by all of the directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made. If no shares have been issued, the amendment shall be adopted by a vote of the majority of the directors.

ARTICLE XIII

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be Peter T. Russo, 2831 Exchange Court, West Palm Beach, FL 33409.

IN WITNESS WHEREOF, the above named incorporator has hereunto set his hand and seal this 31 day of January, 1999.

  
\_\_\_\_\_  
Peter T. Russo, (SEAL)  
Incorporator

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH   )

I HEREBY CERTIFY, that on this 31 day of January, 1999, Peter T. Russo appeared before me, who is personally known to me, who executed the foregoing Articles of Incorporation for the purposes therein mentioned, and who did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida



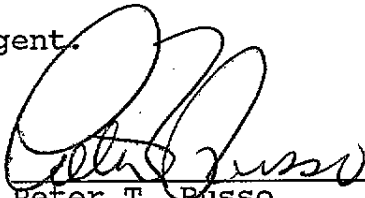
Michele L. Angelo  
MY COMMISSION # CC583732 EXPIRES  
September 9, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

31 JAN 99  
Date

  
Peter T. Russo

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TALLAHASSEE, FLORIDA