



THE UNITED STATES
CORPORATION
COMPANY

P9900055382

FILED

99 JUN 17 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 278141

8953A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 17, 1999

ORDER TIME : 3:48 PM

ORDER NO. : 278141-005

700002908357--6

-06/18/99--01003--005

*****78.75 *****78.75

CUSTOMER NO: 8953A

CUSTOMER: Jon J. Ferdinand, Esq
FERDINAND & SULLIVAN, P.A.
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100 West Cypress Creek Road
Ft. Lauderdale, FL 33309

DOMESTIC FILING

NAME: BLUE CREST INDUSTRIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PA 6/18/99 ✓

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JUN 17 1999
TALLAHASSEE, FLORIDA

99 JUN 17 PM 4:43

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**ARTICLES OF INCORPORATION
OF
BLUE CREST INDUSTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607 of the laws of the State of Florida, and who are natural persons competent to contract, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

BLUE CREST INDUSTRIES, INC.

The address of the principal office of the corporation shall be 13350 N.W.42nd Avenue, Opa Locka, Florida 33054, and the mailing address of the corporation shall be 13350 N.W.42nd Avenue, Opa Locka, Florida 33054.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 13350 N.W.42nd Avenue, Opa Locka, Florida 33054, and the name of the initial registered agent of the corporation at that address is Calixto Vallejo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) directors, initially. The name and street address of the initial members of the Board of Directors are:

CALIXTO VALLEJO
15021 Dunbarton Place
Miami Lakes, Florida 33016

KEVIN JOHNSON
7899 N.W. 181st Street
Hialeah, Florida 33015

ARTICLE IX. OFFICERS

The names and street addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

CALIXTO VALLEJO-President/Treasurer
15021 Dunbarton Place
Miami Lakes, Florida 33016

KEVIN JOHNSON-Vice President/Secretary
7899 N.W. 181 Street
Hialeah, Florida 33015

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

CALIXTO VALLEJO
15021 Dunbarton Place
Miami Lakes, Florida 33016

KEVIN JOHNSON
7899 N.W. 181 Street
Hialeah, Florida 33015

ARTICLE XI.

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he or she were not such Director or officer of such other Corporation or not so interested.

ARTICLE XII.

A. Stockholders Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Article of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his or her duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him or her in the course of the action or proceedings.

ARTICLE XIII.

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. The amending process contained in Paragraph A. above may be suspended and amendments made upon written approval by all of the Stockholders.

ARTICLE XIV.

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation unless first offered to the Corporation. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business, and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, or as set forth in any Stockholder Agreement between the Corporation and the Stockholders, and this provision shall be binding on the executor, administrator, or personal representative of each Stockholder.

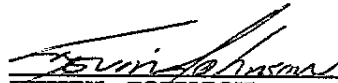
Each share certificate issued by the Corporation shall have typed, printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

IN WITNESS WHEREOF, We have hereunto set our hands and seals
on this 15th day of June, 1999.



CALIXTO VALLEJO



KEVIN JOHNSON

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, CALIXTO VALLEJO, having a business office at 13350 N.W.42nd Avenue, Opa Locka, Florida 33054, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.



CALIXTO VALLEJO

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