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Telsa Controls
P.O. Box 340607
Miami, FL 33231

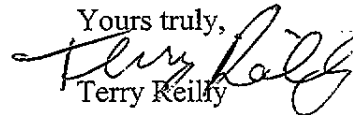
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SEP - 7 AM 11: 53
CLERK OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the necessary documents for the corporate registration of Telsa Controls, Inc., along with a check in the amount of \$78.75 for the filling fee, registered agent designation, and certified copy. A photocopy of the articles is enclosed. Thank you.

Yours truly,


Terry Reilly

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

COMMONCASE SEP 13 1999

**ARTICLES OF INCORPORATION
OF
TELSA CONTROLS, INC**

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

Article I - Name

The name of the corporation shall be:

Telsa Controls, Inc .

The initial address of the principal office and the mailing address of the Corporation shall be:

800 Brickell Avenue Suite 201
Miami, Florida 33131

Article II - Duration

The corporation is to exist perpetually.

Article III - Purpose

The purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act. To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the Florida General Corporation Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV - Capital Stock

The total number of shares of capital stock which the corporation has authority to issue is 30,000 shares which have no par value. All shares are common stock of the same class. The Board of Directors shall have the power to determine the selling price of the stock.

All of the issued stock, exclusive of treasury shares, shall be held of record by not more than seventy five (75) persons. All stock must be issued under provisions 504, 505, or 506 of Regulation D of the Securities and Exchange Commission. Each shareholder must be a citizen or resident of the United States. All stock issues shall be subject to the restrictions specified in the Shareholders Agreement.

Article V - Preemptive Rights

The Corporation's shareholders shall possess preemptive rights to purchase any new issue of stock. A shareholder may purchase a percentage of shares corresponding to the percentage of his or her current shareholdings to the total number of outstanding shares.

Article VI - Special Provisions

The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporations Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, including attorneys fees and court costs. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The Corporation reserves the right to amend the Articles of Incorporation by a majority vote of the Board of Directors.

The Board of Directors shall have the power to create and amend the Bylaws of the Corporation, and to create and amend the Shareholders Agreement.

Article VII - Directors

The number of directors constituting the initial Board of Directors is two (2). The names and addresses of the persons who will serve as the initial Board of Directors of the Corporation are as follows:

1. Terry Reilly
800 Brickell Avenue Suite 201
Miami, FL 33131
2. J. Kevin Reilly
800 Brickell Avenue Suite 201
Miami, FL 33131

Article VIII - Incorporators

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

Terry M. Reilly
800 Brickell Avenue Suite 201
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 3 day of Septen, 1999.

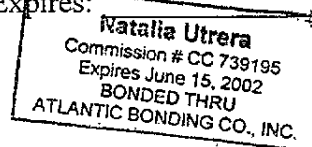
Terry M. Reilly
Terry M. Reilly - Incorporator

STATE OF FLORIDA COUNTY OF Miami-Dade

THE FORGOING instrument was acknowledged and sworn to before me this 3rd
day of Septen, 1999, by Terry M. Reilly of Telsa Controls, Inc.

[Signature]
(Notary Public)

My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent in the state of Florida.

1. The name of the corporation is: TELSA CONTROLS, INC.
2. The name and address of the initial registered agent of the corporation and office is:

Spiegel & Utrera, P.A.
343 Aleria Ave
Coral Gables, FL 33134

By: Spiegel & Utrera, P.A.
Signature [Signature]
(Corporate Officer)
Title Vice President
Date 9/3/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

By: Spiegel & Utrera, P.A.
Signature [Signature]
(Registered Agent)
Date 9/3/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA