

P99000081801
JORGE SANCHEZ-GALARRAGA

PROFESSIONAL ASSOCIATION

LAW OFFICES

Suite 301

1313 Ponce de Leon Boulevard

Coral Gables, Florida 33134-3343

Telephone: (305) 445-5351

Fax: (305) 443-6023

September 7, 1999

Secretary of State
New Filing Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-09/10/99--01059--002
*****78.75 *****78.75

Re: ACDUCT SHEETMETAL, INC.

Gentlemen:

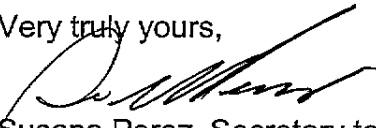
Enclosed are the following:

1. Two duplicate originals of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Please return an original, and one certified copy of the articles in the enclosed self addressed envelope.

Thank you for your kind attention to this matter.

Very truly yours,


Susana Perez, Secretary to
Jorge Sanchez-Galarraga

JSG:sp

Enclosures

FILED
99 SEP 10 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe **SEP 16 1999**

ARTICLES OF INCORPORATION
OF
ACDUCT SHEETMETAL, INC.

FILED
99 SEP 10 AM 10:32
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.

Article 1. Name

The name of this corporation is ACDUCT SHEETMETAL, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

9380 Sunset Drive
Suite B-230
Miami, Florida 33173

Article 2. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 3. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 4. Capital Stock

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

Article 5. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Luis N. Enriquez
9380 Sunset Drive
Suite B-230
Miami, FL 33173

Article 6. Initial Board of Directors

This corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation is:

Faustino J. Paredes	Luis N. Enriquez	Maykel Hernandez	Mario Cabrera
9380 Sunset Drive	9380 Sunset Drive	9380 Sunset Drive	9380 Sunset Drive
Suite B-230	Suite B-230	Suite B-230	Suite B-230
Miami, FL 33173	Miami, FL 33173	Miami, FL 33173	Miami, FL33173

Article 7. Incorporators

The name and address of the Incorporators signing these Articles of Incorporation is :

Faustino J. Paredes	Luis N. Enriquez	Maykel Hernandez	Mario Cabrera
9380 Sunset Drive	9380 Sunset Drive	9380 Sunset Drive	9380 Sunset Drive
Suite B-230	Suite B-230	Suite B-230	Suite B-230
Miami, FL 33173	Miami, FL 33173	Miami, FL 33173	Miami, FL33173

Article 8. 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 subject to this reservation.

Article 9. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 10. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 11. Indemnification

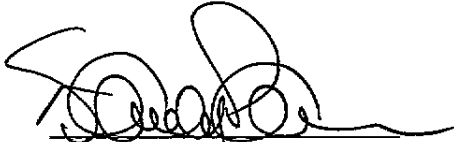
The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 12. Amendment

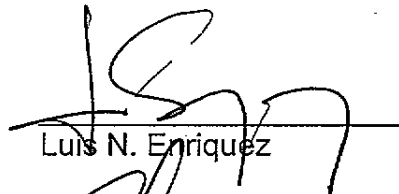
These Articles of Incorporation may be amended in the manner provided by law.

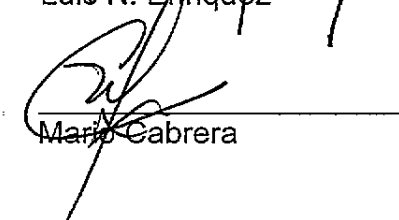
Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 31 day of August, 1999.


Faustino J. Paredes


Maykel Hernandez


Luis N. Enriquez

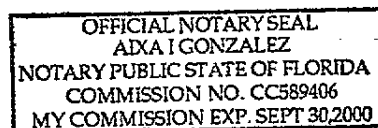

Mario Cabrera

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, Faustino J. Paredes, Luis N. Enriquez, Maykel Hernandez, and Mario Cabrera, to me known to be the persons, who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed the same.

SWORN TO AND SUBSCRIBED before me on this 31 day of August, 1999.


NOTARY PUBLIC, State of Florida



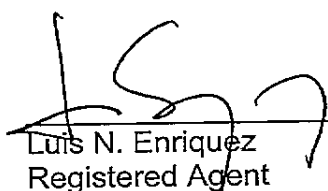
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Acduct Sheetmetal, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Luis N. Enriquez, located at 9380 Sunset Drive, Suite B-230, City of Miami, County of Miami-Dade, State of Florida 33173, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Luis N. Enriquez
Registered Agent

FILED
99 SEP 10 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA