294669

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER
28TH FLOOR
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1714
(305) 374-5600
FACSIMILE (305) 374-5095

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 11:27

February 25, 1998

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
No. P-485-299-797

Ms. Becky McKnight
New Filings Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Incorporation of H. S. Electronics, Inc.

Dear Ms. McKnight:

Enclosed please find original and one copy of the Amended and Restated Articles of Incorporation of H. S. Electronics, Inc., along with a check in the amount of $122.50 as follows:

300002456923--5
-03/13/98--01032--021
****122.50 ****122.50

$ 35.00 - Filing Fee
$ 35.00 - Registered Agent Fee
$ 52.50 - Certified Copy Fee
$122.50

Once the document is filed, please forward a certified copy to the undersigned. Thank you for your attention to this matter.

Very truly yours,

David I. Safer /m

David I. Safer

CORAPAMNRS
Amend + Restated
3-11-98
CC

DIS/mrd
Enclosure

MIA-216239-1

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

AKERMAN, SENTERFITT & EIDSON, P.A.
DAVID I. SAFER
28TH FL., ONE SOUTHEAST THIRD AVE.
MIAMI, FL 33131-1714

SUBJECT: H.S. ELECTRONICS, INC.
Ref. Number: 294669

We have received your document for H.S. ELECTRONICS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must include the manner of adoption and the date of adoption in your document before it may be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 898A00011849

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
H. S. ELECTRONICS, INC.

The Articles of Incorporation of H. S. Electronics, Inc. (the "Corporation"), originally filed with the Secretary of State of Florida on July 8, 1965 are hereby amended and restated in their entirety as follows. Pursuant to Section 607.1007 of the Florida Statutes, the Amended and Restated Articles of Incorporation were authorized by the Corporation's Board of Directors on January 28, 1998. No shareholder action required.

ARTICLE I
<u>NAME</u>

The name of the corporation is H. S. Electronics, Inc.(hereinafter called the "Corporation").

ARTICLE II
<u>MAILING ADDRESS</u>

The mailing address of the Corporation is 1665 West 33rd Place, Hialeah, Florida 33012.

ARTICLE III
<u>CAPITAL STOCK</u>

The number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares of common stock, no par value per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE IV
<u>REGISTERED OFFICE AND AGENT</u>

The street address of the Corporation's registered office is 2945 N. Buckingham Road, Avon Park, Florida 33825. The name of the Corporation's registered agent at that office is Alton N. Rogers.

Prepared by:
David I. Safer, Esq.
One S.E. 3rd Avenue, 28th floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 262323

ARTICLE V
DIRECTORS

The number of directors shall be as specified in the By-Laws, but shall never be less than one (1).

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28 day of JANUARY 1998.

Alton B. Rogers

Alton B. Rogers
President/Secretary

Debbie Steedley
Notary Public

DEBBIE STEEDLEY
MY COMMISSION # CC 563223
EXPIRES: October 2, 2000
Bonded Thru Notary Public Underwriters

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of H. S. Electronics, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28 day of Jan., 1998.

Alton N. Rogers

Debbie Steedley
Notary Public

DEBBIE STEEDLEY
MY COMMISSION # CC 563223
EXPIRES: October 2, 2000
Bonded Thru Notary Public Underwriters