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THE UNITED STATES CORPORATION COMPANY

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ORDER DATE : February 24, 1999
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ORDER NO. : 147308-005
CUSTOMER NO: 86622A

CUSTOMER: Charlotte A. Healy, Esq
CHARLOTTE A. HEALY, ESQ
CHARLOTTE A. HEALY, ESQ
Suite A
164 N.e. 6th Avenue
Delray Beach, FL 33483

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DOMESTIC FILING

NAME: STELLAR VISION SYSTEMS, L.L.C.

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: James Guy

EXAMINER'S INITIALS:

Name	<i>CE-205</i>
Availability	<i>CE</i>
Document Examiner	<i>CE</i>
Updater	<i>CE</i>
Under Verifier	<i>CE</i>
Acknowledgment	<i>CE</i>
W. P. Verifier	<i>CE</i>

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**ARTICLES OF ORGANIZATION
of
STELLAR VISION SYSTEMS, L.L.C.
(a Florida limited liability company)**

The undersigned member, for the purpose of forming a limited liability company pursuant to the laws of the State of Florida, hereby adopts the following articles of organization:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be STELLAR VISION SYSTEMS, L.L.C. For convenience in this instrument, the limited liability company shall be referred to as the "LLC", these articles of organization shall be referred to as the "Articles" and the regulations of the LLC shall be referred to as the "Regulations".

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the LLC shall be initially at 5982 N.W. 73rd Court, Parkland, Florida, 33067, or thereafter at such other place as may be subsequently designated by the members. All books and records of the LLC shall be kept at its principal office or at such other place as may be permitted by law.

ARTICLE III - TERM OF EXISTENCE

The LLC shall have perpetual existence , commencing upon the filing of a certificate of a limited liability company, unless dissolved sooner according to law or agreement.

ARTICLE IV - PURPOSE OF LIMITED LIABILITY COMPANY

The purposes for which the LLC is formed are: (1) agency brokerage of sales of closed circuit television (CCTV) equipment; (2) product development related to the manufacture of CCTV equipment; (3) acquisition of technology related to CCTV equipment; (4) distribution and sales of electronic equipment; and (5) consulting services and other business activities which may be authorized from time to time by the members.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager. The name and address of the individual who is to serve as initial manager is:

Loyl H. (Buddy) Jones
5982 N.W. 73rd Court
Parkland, Florida 33067

ARTICLE VI - MEMBERS

The members of the LLC are:

- | | | |
|----|-----------------------|---|
| 1. | Loyl H. (Buddy) Jones | 5982 N.W. 73 rd Court
Parkland, Florida 33067 |
| 2. | Hi-tron USA LLC | 12751 Maplewood Court
Poway, CA 92064
Attn: George Hage, V.P. |
| 3. | Hitron Sytems, Inc. | Hitron Building
726-5 Suso-Dong
Kangnam-Gu, Seoul, Korea 135-220
Attn: Y.D. Choi, Exec. Dir. |

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The qualification of members of the LLC, other than the initial members indicated above, shall be limited to the lineal descendants of the initial members or employees of the L.L.C. or of its initial members, and the manner of their admission, their voting rights and termination as members shall be as set forth in the Regulations of the LLC.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LLC, the remaining members of the LLC shall have the right to continue the business of the LLC.

ARTICLE VII - REGISTERED AGENT

The name of the initial registered agent of this LLC is Charlotte A. Healy. The street address of the initial registered office of this LLC is 164 N.E. 6th Avenue, Suite A, Delray Beach, Fl. 33483.

ARTICLE IX - INDEMNIFICATION

The LLC may indemnify the manager or any former manager, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This LLC reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto, by a majority vote of all the members.

IN WITNESS WHEREOF, I, the initial manager, have hereunto set my hand and seal on the date indicated.


LOYL H. (BUDDY) JONES

2-23-99
Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


STATE OF FLORIDA
COUNTY OF PALM BEACH

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The undersigned, the initial manager of STELLAR VISION SYSTEMS, L.L.C., deposes and says:

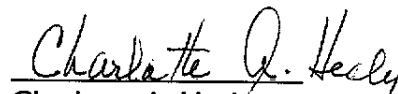
1. The above named limited liability company has at least one member.
2. The total amount of cash contributed to date by the members is \$5,500.00.
3. No property other than cash has been contributed by the members.
4. The amount of cash anticipated to be contributed by the initial members, which includes the amount indicated in Item 2 above, is as follows:

Loyl H. (Buddy) Jones	\$ 500.00
Hi-tron USA LLC	\$ 50,000.00
Hitron Systems, Inc.	\$ 50,000.00
TOTAL	\$100,500.00


 LOYL H. (BUDDY) JONES

The foregoing AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS for STELLAR VISION SYSTEMS, L.L.C., was sworn before me this 23 day of February, 1999 by LOYL H. (BUDDY) JONES, a member of STELLAR VISION SYSTEMS, L.L.C., who is personally known to me.




 Charlotte A. Healy
 Notary Public, State of Florida
 Commission #: CC 660785

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the limited liability company is: STELLAR VISION SYSTEMS, L.L.C.

The name and address of the registered agent and office is:

Charlotte A. Healy
164 N.E. 6th Avenue, Suite A
Delray Beach, Florida 33483

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Charlotte A. Healy 2/23/99
Registered Agent Date

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