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96 APR -3 AM 11:25
DIVISION OF CORPORATION

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96 APR -3 PM 1:20

ACCOUNT NO. : 072100000032
REFERENCE : 905624 11692A
AUTHORIZATION : *Patricia Puyck*
COST LIMIT : \$ 122.50

ORDER DATE : April 3, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 905624

CUSTOMER NO: 11692A

CUSTOMER: Edmond L. Sugar, Esq.
EDMOND L. SUGAR, P.A.

950 South Federal Highway
Hollywood, FL 33020

DOMESTIC FILING

NAME: THE PRINZO GROUP, 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: CLINT FUHRMAN

EXAMINER'S INITIALS:

ST-5
H-5

**ARTICLES OF INCORPORATION
OF
THE PRINZO GROUP, INC.**

RECORDED
CORPORATION
SECTION 3
SEP 1 1968

The undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby adopts the following:

ARTICLE I

NAME

The name of the corporation is **THE PRINZO GROUP, INC.** and the address of it's principal place of business is **1658 N.E. 205 TERRACE, NORTH MIAMI BEACH, FLORIDA 33179.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, with the principal purpose being commercial electronic services.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock, at a par value of \$1.00

ARTICLE V

PRE-EMPTIVE RIGHTS

Shareholders shall have full pre-emptive rights in any stock

herein issued or hereafter issued.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 950 SOUTH FEDERAL HIGHWAY, HOLLYWOOD, FLORIDA 33020 and the name of the initial registered agent for the corporation at such address is EDMOND L. SUGAR, ESQUIRE.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time in a manner provided by the bylaws of the corporation, but shall never be less than one. The initial director of this corporation shall be MICHAEL R. PRINZO.

ARTICLE VIII

INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL R. PRINZO	18001 N.W. 18TH STREET, PEMBROKE PINES, FL 33029

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of April, 1996.


MICHAEL R. PRINZO

STATE OF FLORIDA


COUNTY OF BROWARD

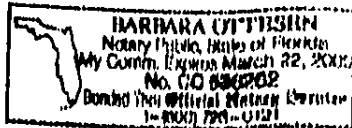
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL R. PRINZO, and is known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of

Incorporation, and produced his **FLORIDA DRIVERS LICENSE** as personal identification.

SWORN TO AND SUBSCRIBED before me this 10th day of April, 1996.

My Commission Expires:


BARBARA A. OTTESEN
NOTARY PUBLIC, STATE
OF FLORIDA



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

IN COMPLIANCE WITH SECTION 607.0501 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT "THE PRINZO GROUP, INC.", DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA, HAS
NAMED EDMOND L. SUGAR, ESQUIRE, LOCATED AT 950 SOUTH FEDERAL
HIGHWAY, HOLLYWOOD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

April 1 1996
DATE

Michael R. Prinzo
MICHAEL R. PRINZO

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

[Signature]
EDMOND L. SUGAR

April 1st 1996
DATED

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Associate Electronics

1658 N.E. 205 Terrace • N. Miami Beach, FL 33179 • Phone (305) 651-2678 • Fax (305) 651-2767



MICHAEL R. PRINZO
1658 NE 205terr.
N. Miami Beach, Fl. 33179
Phone # (305) 651-2678

000000 118825541800
000016206-01124-017
****35.00 ****35.00

C/heck enclosed
Amount : \$ 35.00

SH 5/31
NC

RECEIVED
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MAY 16 PM 2:27

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

THE PRINZO GROUP, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICAL I :

Changing theName of the Corporation from
The PRINZO GROUP, INC. to it's New Name to be
Known as ASSOCIATE ELECTRONICS SERVICE, INC.
The Address of it's Principle Place of Business
to remain the same. as 1658 NE 205terr.
N. Miami Beach, FL.
33179

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MAY 1st 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of MAY, 19 96

Signature Michael R. Prinzo
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MICHAEL R. PRINZO
Typed or printed name

PRESIDENT
Title