

**LAW OFFICE**  
**RICHARD B. SABRA, P.A.**  
ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, TRUSTS, ESTATE PLANNING,  
ELDER LAW AND PROBATE

96000055724  
SUITE 200  
4001 BHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021

TELEPHONE (954) 984-1004  
FAX (954) 900-3740

June 21, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600001875296  
-06/25/96--01123--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: REZTECH CORPORATION  
ADELCO TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 1878 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the Articles of Incorporation, endorse your approval thereon, and return the certified copy to me in the pre-paid Federal Express envelope enclosed.

If, for any reason, the enclosed documents are insufficient to issue the charter for the proposed corporation, PLEASE CALL ME COLLECT.

Sincerely,

  
RICHARD B. SABRA, ESQ.

RBS/kf  
Encls.

cc: Reztech Corporation

FILED  
95 JUL -2 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-24-96 KR  
W-13525

7-2-96  
KR

LAW OFFICE  
**RICHARD B. SABRA, P.A.**

ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, TRUSTS, ESTATE PLANNING,  
ELDER LAW AND PROBATE

SUITE 208  
4001 SHELDON STREET  
HOLLYWOOD, FLORIDA 33021

TELEPHONE (954) 964-1004  
FAX (954) 966-3740

June 28, 1996

Attention: Kim Rolfe  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: REJECT # WP96000013525  
ADELCO TECHNOLOGIES, INC.

Dear Ms. Rolfe:

Pursuant to your instructions during your telephone conversation with my secretary, Kim, enclosed are Articles of Incorporation for Adelco Technologies, Inc. These Articles will replace Reztech Corporation Articles of Incorporation previously submitted and rejected due to a conflict with the name.

Also, check number 1898 in the sum of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) is still in your possession for filing fees.

Please prepare a certified copy of the Articles of Incorporation, endorse your approval thereon, and return the certified copy to the undersigned.

If, for any reason, the enclosed documents are insufficient to issue the charter for the proposed corporation, PLEASE CALL ME COLLECT.

Sincerely,



RICHARD B. SABRA, ESQ.

RBS/kf  
Encls.

cc: Adelco Technologies, Inc.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1996

RICHARD B SABRA, ESQ  
4601 SHERIDAN STREET  
SUITE 208  
HOLLYWOOD, FL 33021

SUBJECT: REZTECH CORPORATION  
Ref. Number: W96000013525

We have received your document for REZTECH CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 438-9000.

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 (904) 487-6052.

Kimberly Rolfe  
Document Specialist

Letter Number: 496A00031585

ARTICLES OF INCORPORATION  
OF  
ADELCO TECHNOLOGIES, INC.

FILED  
96 JUL -2 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is ADELCO TECHNOLOGIES, INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 11671 S.W. 51 Court, Cooper City, Florida 33330. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is Rafael E. Zorrilla, 11671 S.W. 51 Court, Cooper City, Florida 33330.

Article VII - Incorporator

The name and address of the incorporator is: RAFAEL E. ZORRILLA, 11671 S.W. 51 Court, Cooper City, Florida 33330.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of June, 1996.

  
\_\_\_\_\_  
RAFAEL E. ZORRILLA

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared RAFAEL E. ZORRILLA, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 28 day of June, 1996.

*Kimberly A. Hunt*  
\_\_\_\_\_  
Notary Public

My Commission Expires:



(SEAL)

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby certify that I have accepted the appointment as the initial registered agent of ADELCO TECHNOLOGIES, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 28 day of June, 1996

*Rafael Zorrilla*  
\_\_\_\_\_  
RAFAEL E. ZORRILLA

ZORRILLAARTICLES  
6/27/96

FILED  
96 JUL -2 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA