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September 17, 1997

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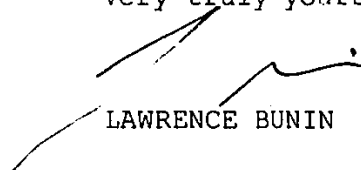
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Articles of Incorporation for Semiconductor
Material Associates, Inc.

Gentlemen:

With reference to the above-captioned matter, enclosed please find an original and one copy of Articles of Incorporation together with a check in the amount of \$78.75 representing the various fees involved in order to file the Articles. Kindly forward a certificate to the undersigned.

Very truly yours,


LAWRENCE BUNIN

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Enclosures

FILED
97 SEP 22 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nader: SEP 25 1997

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
97 SEP 22 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

SEMICONDUCTOR MATERIAL ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3956 TOWN CENTER BLVD. # 271
ORLANDO, FLORIDA 32837

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE THOUSAND SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

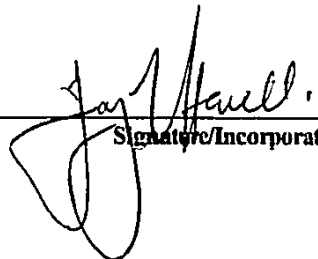
The name and Florida street address of the initial registered agent are:

T. JAY VITARELLI
5221 SW 10 th COURT
PLANTATION, FLORIDA 33317

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

T. JAY VITARELLI
5221 SW 10th COURT
PLANTATION, FLORIDA 33317



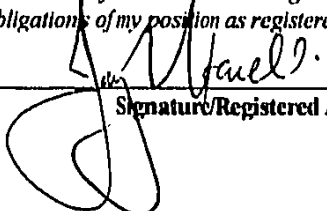
Signature/Incorporator

SEPT. 09th, 1997

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation 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



Signature/Registered Agent

9/9/97

Date