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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Corporate Records/  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300002453603--0  
-03/17/98--01062--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of AmeriPro Electronics, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as AmeriPro Electronics, Inc. is appreciated.

Respectfully,

*Blanche H. Thomas*

P. Hall

MAR 18 1998

ARTICLES OF INCORPORATION

OF

AmeriPro Electronics, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is AmeriPro Electronics, Inc. located at 1204 Woodcrest Ave., Clearwater,  
FL 33756

ARTICLE II

TERM

The term of existence of this Corporation is perpetual.

ARTICLE III

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be  
incorporated under the Florida General Corporations Act.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

DIRECTORS

This Corporation shall have 4 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lilamae W. Thomas	1204 Woodcrest Ave., Clearwater, FL 33756
Louis I. Thomas	1766 Harbor Dr. South, Palm Harbor, FL 34683
Donald W. Thomas Jr.	10609 Ilex Street, Tampa, FL 33618
Ron Hogan	1518 Chateaux De Ville Ct., Clearwater, FL 33764

ARTICLE VI

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Lilamae W. Thomas	1204 Woodcrest Ave., Clearwater, FL 33756
Vice-President	Louis I. Thomas	1766 Harbor Dr. South, Palm Harbor, FL 34683
Treasurer	Donald W. Thomas Jr.	10609 Ilex Street, Tampa, FL 33618
Secretary	Ron Hogan	1518 Chateaux De Ville Ct., Clearwater, FL 33764

ARTICLE VII

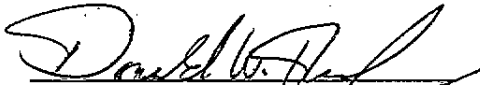
REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lilamae W. Thomas	1204 Woodcrest Ave., Clearwater, FL 33756

The principal place of business and/or mailing address is as follows:

1204 Woodcrest Ave., Clearwater, FL 33756

  
(Witness) Donald W. Thomas Jr.

  
(Registered Agent) Lilamae W. Thomas

ARTICLE VIII

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director of officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE IX

BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

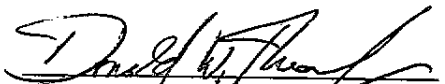
NAME

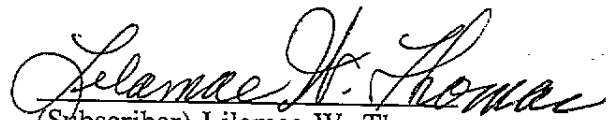
ADDRESS

Lilamae W. Thomas

1204 Woodcrest Ave., Clearwater, FL 33756

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 15 day of March, 1998.

  
(Witness) Donald W. Thomas Jr.

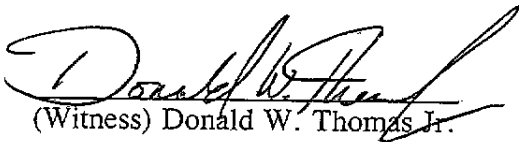
  
(Subscriber) Lilamae W. Thomas

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Lilamae W. Thomas, as Registered Agent for AmeriPro Electronics, Inc. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 1204 Woodcrest Ave., Clearwater, FL 33756 open during prescribed hours and to post my name in some conspicuous place in the above-stated office as required by law.

Dated: March 15, 1998

  
(Witness) Donald W. Thomas Jr.

  
(Registered Agent) Lilamae W. Thomas