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CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (850)922-4001
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: POWER VIDEO ELECTRONICS, INC.
AUDIT NUMBER.....H98000008983
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ARTICLE OF INCORPORATION

OF
POWER VIDEO ELECTRONICS, INC.
18815 NW 80 CT
MIAMI, FLORIDA 33015

ARTICLE I-NAME Principal place of business

The name and principal place of business of this corporation is:

POWER VIDEO ELECTRONICS, INC.
18815 NW 80 CT
MIAMI, FLORIDA 33015

ARTICLE II Nature of Business

The general nature of this business to be transacted by this corporation is **ELECTRONICS SALES** this corporation may engage in any other activity or business permitted under the laws of the United States and of this State.

ARTICLE III-Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Prepared By:

HONORIA SUAREZ
2830 W 71 PL
HIALEAH, FL 33018

(305) 556-9940

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ARTICLE IV- Term of Existence

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This corporation shall have perpetual existence.

ARTICLE V-Initial Registered Agent

The street address of the initial registered office of this corporation is 18815 NW 80 CT MIAMI, FL 33015 And the name of the initial register agent of this corporation at that address is MARIELA SOSA.

ARTICLE VI Initial Board of Directors

This corporation shall be conducted by a Board and have THREE directors initially. The number of directors may be either increased from time to time by the bylaws but shall never be less than one director. The names and address of the initial directors of this corporation are:

FELIX SOSA 18815 NW 80 CT MIAMI, FL 33015

MARIELA SOSA 18815 NW 80 CT MIAMI, FL 33015

OBDULIA C. ABREU 18815 NW 80 CT MIAMI , FL 33015

All of the said directors are of full age and at least one of them is a citizen of the United States.

ARTICLE VII Initial Officers

The names of the initial officers are as follows:

PRESIDENT: FELIX SOSA

VI-PRESIDENT: OBDULIA C. ABREU

SECRETARY: MARIELA SOSA

TREASURER: MARIELA SOSA

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ARTICLE VIII Incorporator

The name and address of the persons signing these articles are:

FELIX SOSA 18815 NW 80 CT MIAMI, FL 33015

MARIELA SOSA 18815 NW 80 CT MIAMI, FL 33015

OBDULIA C. ABREU 18815 NW 80 CT MIAMI, FL 33015

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ARTICLE IX Distribution

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follow:

| NAME | ADDRESS | SHARE |
|------------------|--------------------------------|-------|
| FELIX SOSA | 18815 NW 80 CT MIAMI, FL 33015 | 166 |
| MARIELA SOSA | 18815 NW 80 CT MIAMI, FL 33015 | 166 |
| OBDULIA C. ABREU | 18815 NW 80 CT MIAMI, FL 33015 | 166 |

ARTICLE X Effective Date

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of State of Florida.

ARTICLE XI Amendment

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Article of incorporation be made.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT POWER VIDEO ELECTRONICS, INC. IS A CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA,

HAS NAMED MARIELA SOSA AS REGISTERED AGENT,

LOCATED AT 18815 NW 80 CT
CITY OF MIAMI STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

FELIX SOSA - PRESIDENT

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

DATED

5/12/98

MARIELA SOSA - REGISTERED AGENT

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IN WITNESS WHERE OF, the undersigned subscriber has executed these Article of
Incorporation This 12 day of MAY, 1998.

FELIX SOSA

MARIELA SOSA

OBDULIA C. ABREU

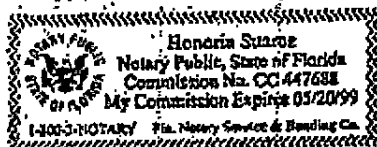
STATE OF FLORIDA
CITY OF HIALEAH
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared FELIX SOSA, MARIELA SOSA AND OBDULIA C. ABREU personally known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of MAY, 1998.

HONORIA SUAREZ
HONORIA SUAREZ-NOTARY PUBLIC

My commission Expires:



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