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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 6, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for **PRISM ELECTRONIC SYSTEMS, INC.**. The acceptance of designation by the Registered Agent for service of process is attached.

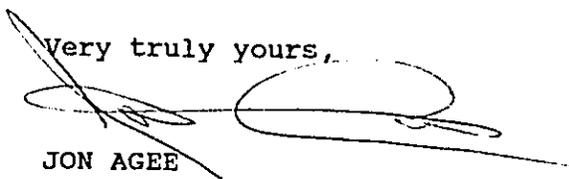
The name reservation number is R95000000469.

Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Articles F.S. 607.0122(1)	\$35.00
Registered Agent Designation F.S. 607.0122(7)	\$35.00
Certified Copy F.S. 607.0122(23)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,



JON AGEE

JA/bj
Enclosures

PRISM.COV

AKG/agee!

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ARTICLES OF INCORPORATION

These Articles of Incorporation are made and acknowledged by the undersigned Incorporator for the purpose of creating a domestic corporation for profit in accordance with §607.0202 *Florida Statutes*.

ARTICLE I

The corporate name of the corporation shall be **PRISM ELECTRONIC SYSTEMS, INC.**

ARTICLE II

The address of the principal office of the corporation shall be 5430 S.W. 40th Street, Davie, Florida 33314. The mailing address shall be the same.

ARTICLE III

The corporation shall have the authority to issue one thousand (1,000) shares of common stock of the same class. Each share shall have a par value equal to One Dollar (\$1.00). All shares shall confer upon the owners thereof the same rights. No preemptive rights are granted to shareholders.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 5430 S.W. 40th Street, Davie, Florida 33314. The name of the initial registered agent of the corporation at that office is Flavio Diaz. A written acceptance of such office in accordance with §607.0501(3) *Florida Statutes* accompanies these Articles.

ARTICLE V

The name of the incorporator is Flavio Diaz. The address of the Incorporator is 5430 S.W. 40th Street, Davie, Florida 33314.

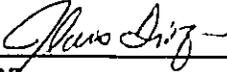
ARTICLE VI

The corporation shall have perpetual existence, which existence shall commence upon February 3, 1995, in accordance with §607.0203(1) *Florida Statutes*.

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Notice is hereby given to the Florida Department of State in accordance with §607.0501(3) Florida Statutes that the undersigned, having been designated by PRISM ELECTRONIC SYSTEMS, INC. in its Articles of Incorporation to serve as the Registered Agent of said corporation, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said corporation, as provided by §607.0501(1)(b)(1) Florida Statutes.

Dated this February 7, 1995.



Flavio Diaz
Registered Agent

PRISM.J.P.

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