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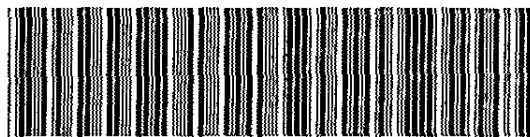
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Selz & Muvdi Selz, P.A.

Attorneys At Law
214 Brazilian Avenue, Suite 220
Palm Beach, FL 33480

Steven M. Selz
Liliana M. Selz

Tel: (561) 820-9409
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May 14, 2004

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation- Ampex Technologies International, Inc.

To Whom it May Concern:

Enclosed herewith please find the following:

1. Articles of Incorporation for Ampex Technologies International, Inc.
2. Designation of Registered Agent
3. This firm's check, in the sum of \$78.75 for the filing of same and the return of a certified copy of the articles.

Should you have any questions as to the enclosures or with regard to this matter, please do not hesitate to contact the undersigned.

Sincerely yours,



Steven M. Selz
For the Firm

SMS/ajf
Enclosures as Noted

FILED
04 MAY 17 PM 3:41
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMPEX TECHNOLOGIES INTERNATIONAL, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Ampex Technologies International, Inc., 6990 Cypress Cove Circle, Jupiter, FL 33458.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V

The initial registered office of this Corporation shall be 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Steven M. Selz, Esq.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Richard Spaedt	6990 Cypress Cove Circle, Jupiter FL 33458

ARTICLE VIII

The name and address of the incorporator is: Steven M. Selz, Esq., 214 Brazilian Avenue, Suite 220, Palm Beach, FL 33480

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall

be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

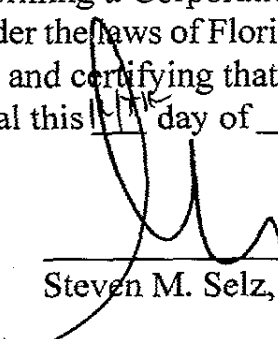
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11th day of MAY, 2004.



Steven M. Selz, as Incorporator

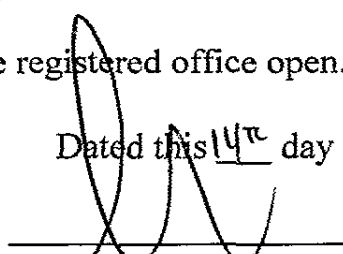
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:


First -- That AMPEX TECHNOLOGIES INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, has named Steven M. Selz, Esq. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 14th day of MAY, 2004.



Steven M. Selz
Incorporator



Steven M. Selz
Registered Agent

STATE OF Florida)

) SS:

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me on this 14th day of May, 2004, by Steven M. Selz, as Incorporator and as Registered Agent of AMPEX TECHNOLOGIES INTERNATIONAL, INC., on behalf of the Corporation.

Commission #

My Commission Expires:



Notary Public

State of _____ at Large

Seal:



BRADLEY ARTHUR PESS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD237592
EXPIRES 8/9/2007
BONDED THRU 1-888-NOTARY1

FILED

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