

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

248489

National Electronics,
Inc.

800002739708--4
-01/13/99--01054--008
*****70.00 *****35.00

File First *

RECEIVED

99 JAN 13 AM 11:21

DIVISION OF CORPORATE

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File Amended &
LTD Partnership File Restated &
Foreign Corp. File None
L.C. File Change
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
99 JAN 13 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR 1/13/99

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

NATIONAL ELECTRONICS, INC.

The following shall constitute the Restated and Amended Articles of Incorporation of National Electronics, Inc..

99 JAN 13 PM 3:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF CORPORATION**

1.0 The name of the corporation shall be:

National Bonded Warehouse, Inc.

and its business shall be carried on in Dade County, Florida, and the United States of America, as may be authorized by its Board of Directors.

**ARTICLE II
PURPOSES AND POWERS**

- 2.0 The general nature of the business of the corporation shall be as follows:
 - 2.1. To engage in the business of managing and operating a public warehouse and a customs bonded warehouse.
 - 2.2 To transact customs brokerage business.
 - 2.3 To engage in the business as a surface freight forwarder as provided in the Interstate Commerce Act.
 - 2.4 To engage in the business as an ocean freight forwarder as may be licensed by the Federal Maritime Commission.
 - 2.5 To provide and charge for all services incidental to the business of surface freight forwarder and ocean freight forwarder
 - 2.6 To acquire, lease and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

2.7 To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or in company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

3.0 The total number of shares of stock which the corporation shall have authority to issue is 10,000, each having a par value of \$1.00.

ARTICLE IV DURATION

4.0 This corporation shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

5.0 The Board of Directors of this corporation shall consist of one (3) members and may be increased decreased from time to time as set forth in the Bylaws.

ARTICLE VI OFFICERS

6.0 The business of the corporation may be conducted by a President, vice President, Secretary and Treasurer, and such other officers as may be provided in the Bylaws and by a Board of Directors mentioned in Article V.

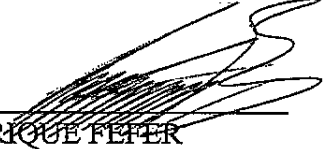
ARTICLE VII INDEMNIFICATION AND CONFLICTS

7.0 Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being

for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

7.1 The provisions of Florida Statutes Section 607.0901 entitled "Affiliated Transactions" shall not govern the affairs of the corporation.

IN WITNESS WHEREOF, the directors of the corporation has adopted the foregoing Restated and Amended Articles of Incorporation.


ENRIQUE FEFER

Secretary, Treasurer and Director

CERTIFICATE

The foregoing Restated and Amended Articles of Incorporation of National Electronics, Inc. was adopted by the Board of Directors without shareholder action and shareholder action is not required.

Dated: January 7, 1999.


ENRIQUE FEFER

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on January 7, 1999 by Enrique Fefer, Secretary of National Electronics, Inc., who is personally known to me or has produced _____ as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



BENNETT G. FELDMAN
My Commission CC557323
Expires May. 23, 2000