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*****78.75 *****78.75

September 30, 1996

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

RE: ACTION ELECTRONICS, INC.

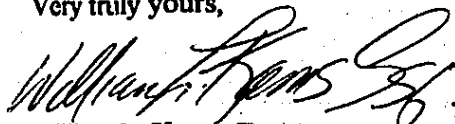
Dear Sir or Madam:

Enclosed please find one (1) executed original and one (1) conformed copy of the Application for Authority to transact business in Florida, a Massachusetts Certificate of Legal Existence and a check for \$78.75, which represents the filing fee for Action Electronics, Inc.

Please file and advise accordingly.

If you need further information or have any questions, please give me a call.

Very truly yours,


William L. Kams, Esquire

gm
enclosures
action/florida

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ACTION ELECTRONICS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. MASSACHUSETTS 3. 04-3102266
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 13, 1990 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 333 PROVIDENCE HIGHWAY
NORWOOD, MA 02062
(Current mailing address)
8. The purchase and sale of various electronic commodities and components
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hayes Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature] ACT. V.R.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Bradley Clemens

Address: 10 Eagle Dr., Sharon, MA

Director: Barry Rosen

Address: 23 William Rd., Sharon, MA

B. OFFICERS

President: Bradley Clemens

Address: As Above

Vice President: _____

Address: _____

Secretary: Bradley Clemens

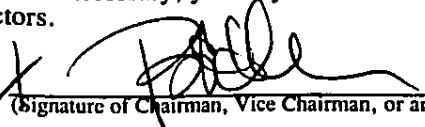
Address: As Above

Treasurer: Barry Rosen

Address: 23 William Rd., Sharon, MA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Bradley Clemens, President
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

September 25, 1996

To Whom It May Concern :

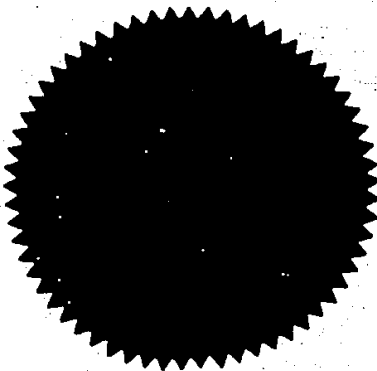
I hereby certify that,

Action Electronics, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on November 13, 1990.

I also certify that so far as appears of record here, said corporation still has legal existence.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.