



THE UNITED STATES
CORPORATION
COMPANY

970000006912

ACCOUNT NO. : 072100000032

REFERENCE : 649319 4341359

AUTHORIZATION :

COST LIMIT

Patricia P. P.

ORDER DATE : December 24, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 649319-015

CUSTOMER NO: 4341359

700002385777--7

CUSTOMER: Mr. Sean Geary
Kirkpatrick & Lockhart
1 International Place

Boston, MA 02110

FOREIGN FILINGS

NAME: SAWGRASS ELECTRONICS GROUP,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

12/30
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 12:40
97 DEC 30 AM 10:52
DIVISION OF CORPORATION

Joel D. Almquist, Secretary of Sawgrass Electronics Group, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 17th day of October, 1997.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name SEGI, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."


Joel D. Almquist, Secretary

Dated: December 4, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 12:40

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. Sawgrass Electronics Group, 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. Delaware

(State or country under the law of which it is incorporated)

3. 65-06-80352

(FEI number, if applicable)

4. March 29, 1996

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 10, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 324 Clark Street, Worcester, Massachusetts 01606

(Current mailing address)

8. Administrative Offices of Holding Company

(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: (P.O. Box or Mail Drop Box **NOT**
acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays 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.

Corporation Service Company

By: Deborah M. Skipper

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Michael Dowling
Address: 3900 Coral Ridge Drive
Coral Springs, Florida 33065

Vice Chairman: Kenneth Harple
Address: 3921 S.E. 26th Court Road
Ocala, Florida 34480

Director: Jonathan Kislak
Address: 701 Brickell Avenue
Miami, Florida 33131

Director: Robert Nicewicz
Address: 129 Middlesex Turnpike
Burlington, Massachusetts 01803

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B. OFFICERS (Street address only- P.O. Box NOT acceptable)

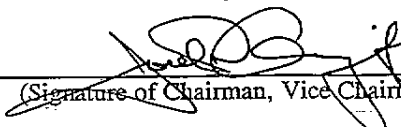
President: Michael Dowling
Address: 3900 Coral Ridge Drive
Coral Springs, Florida 33065

Vice President: Kenneth Harple
Address: 3921 S.E. 26th Court Road
Ocala, Florida 34480

Secretary: Joel D. Almquist
Address: One International Place
Boston, Massachusetts 02110

Treasurer: Michael Dowling
Address: 3900 Coral Ridge Drive
Coral Springs, Florida 33065

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.)

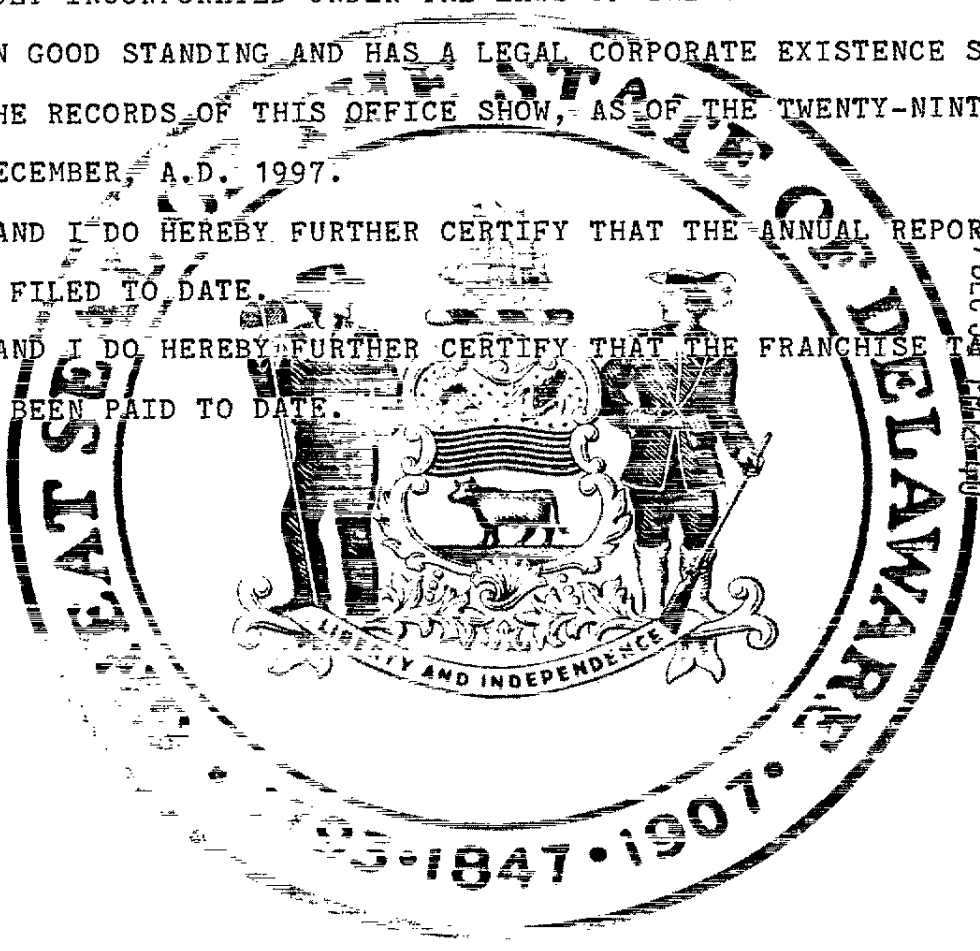
14. Joel D. Almquist, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAWGRASS ELECTRONICS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 12:40



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8838969

DATE:

12-29-97