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October 9, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 14 AM 8:38

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

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****285.00 ****285.00

Worldwide Electronics L.C.

Gentlemen:

Enclosed are the original and one copy of the proposed Articles of Organization for Worldwide Electronics L.C. together with (i) a certificate designating the Registered Agent for the limited liability company, (ii) the required statutory Affidavit and (iii) a check in the amount of \$285.00 payable to the Secretary of State.

Please approve and file the original of the Articles of Organization and stamp the copy for us acknowledging the filing. The stamped copy of the Articles of Organization should be forwarded to the undersigned in the enclosed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Alan Rabinowitz
Alan Rabinowitz

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**ARTICLES OF ORGANIZATION
OF
WORLDWIDE ELECTRONICS L.C.**

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The undersigned hereby adopts the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I - NAME

The name of the limited liability company is Worldwide Electronics L.C..

ARTICLE II - DURATION

The latest date on which this limited liability company shall dissolve is December 31, 2035.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company is:

4400 W. Hillsborough Blvd.
Coconut Creek, Florida 33073

**ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered agent of this limited liability company shall be Lewis Schneiderman whose business address is 4400 W. Hillsborough Blvd., Coconut Creek, Florida 33073, who upon accepting this designation agrees to maintain an registered office at 4400 W. Hillsborough Blvd., Coconut Creek, Florida 33073 for service of process.

ARTICLE V - MANAGERS

This limited liability company is to be managed by managers. The names and street addresses of the initial managers of this limited liability company are:

<i>Name</i>	<i>Address</i>
Lewis Schneiderman	4400 W. Hillsborough Blvd. Coconut Creek, Florida 33073
Alan Marks	4400 W. Hillsborough Blvd. Coconut Creek, Florida 33073

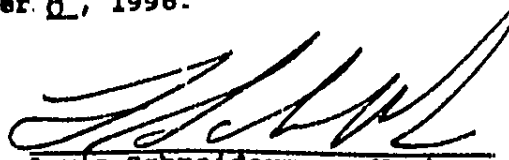
ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members upon the consent of all of its members.

ARTICLE VII - CONTINUITY

This limited liability company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or the occurrence of any other event which terminates the continued membership of a member, unless all of the remaining members vote to continue this limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on October 6, 1996.



Lewis Schneiderman, Member

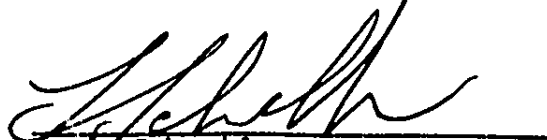
CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the limited liability company is Worldwide Electronics L.C..

2. The name and address of the registered agent and the registered office is: Lewis Schneiderman, 4400 W. Hillsborough Blvd., Coconut Creek, Florida 33073

Pursuant to Section 608.415, Florida Statutes, the undersigned has been named to act as the registered agent of Worldwide Electronics L.C. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of this limited liability company and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the limited liability company.

Date: October 8, 1996


Lewis Schneiderman,
Registered Agent

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

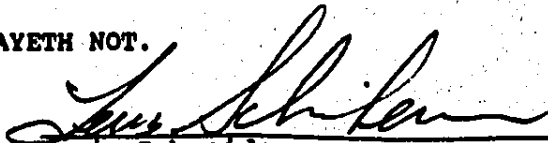
)
) ss:

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BEFORE ME, the undersigned authority, personally appeared Lewis Schneiderman (the "Affiant"), who, being by me first duly sworn, deposes and says that:

1. Affiant is a member of Worldwide Electronics L.C., a Florida limited liability company.
2. Worldwide Electronics L.C. has at least two members.
3. The anticipated amount of the capital contributions to Worldwide Electronics L.C. by the members thereof as of the date of this Affidavit is \$20,000 in cash.
4. I declare that I have examined this Affidavit and, to the best of my knowledge and belief, it is true, correct and complete. And I further declare that I have authority to sign this document of behalf of Worldwide Electronics L.C..

FURTHER AFFIANT SAYETH NOT.


Lewis Schneiderman,

SWORN TO AND SUBSCRIBED before me this 8th day of
October, 1996.


Notary Public

My Commission Expires:



ELISABETH HENDERSON-TRAINER
COMMISSION # CC 373880
EXPIRES MAY 19, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.