

David Coons
425 Trinidad Drive
Satellite Beach, FL 32935

April 12, 2000

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

RE: DSP Innovations Inc.

800003209618--4
-04/14/00--01072--001
*****70.00 *****70.00

To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy dollars (\$70.00) made payable to the Department of State.

Sincerely,



David Coons

Telephone: 321-728-7750

FAX: 321-728-9670

FILED
00 APR 14 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION
OF
DSP Innovations Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is DSP Innovations Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

100 Rialto Place
Suite 815
Melbourne, FL 32901

ARTICLE III

NATURE OF BUSINESS

The purposes for which the business will be conducted are as follows: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue one million (1,000,000) shares at \$0.001 par value common stock.

ARTICLE VI

VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII

REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is 100 Rialto Place, Suite 815, Melbourne, FL 32901. The name of the initial registered agent of this Corporation at that address is David D. Coons

ARTICLE VIII

BOARD OF DIRECTORS

The business of this Corporation shall be managed by the Board of Directors. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Initially, this Corporation shall have one (1) director. The name and address of the initial director is as follows:

David D. Coons
425 Trinidad Dr.
Satellite Beach, FL 32937

ARTICLE IX

PREEMPTIVE RIGHTS

There are no preemptive rights with respect to the shares of the capital stock of the Corporation.

ARTICLE X

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David D. Coons	425 Trinidad Dr. Satellite Beach, FL 32937

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the board of directors and the shareholders.

ARTICLE XII
INDEMNIFICATION

This Corporation shall to the fullest extent permitted by Florida Statutes, Section 607.0850, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders, disinterested directors, or otherwise both as to actions in an official capacity and as to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendment hereto, in the manner provided by law. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on April 11, 2000.



DAVID D. COONS

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

DSP Innovations Inc.

The name and address of the initial registered agent is:

DAVID D. COONS

DSP Innovations Inc.
100 Rialto Place
Suite 815
Melbourne, FL 32901

FILED
00 APR 14 AM 8:03
TALLAHASSEE, FL 32309
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of DSP Innovations Inc. at the initial registered office of this Corporation as set forth above. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11th day of April, 2000.



DAVID D. COONS