

CAPITAL CONNECTION, INC.

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

7600000049456

AmPex Technologies, Inc

500003257905--9
-05/18/00--01089--026
****236.25 *****78.75

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
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
00 MAY 18 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 18 PM 1:33
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAY 18 2000

Signature _____

Requested by LS 5/18/00 1:12
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
AMPEX TECHNOLOGIES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: AMPEX Technologies, Inc., 214 Brazilian Avenue, Suite 210, Palm Beach, Florida 33480.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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00 MAY 8 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The initial registered office of this Corporation shall be 214 Brazilian Avenue, Suite 210, Palm Beach, Florida 33480, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Steven M. Selz.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Steven M. Selz	214 Brazilian Avenue, Suite 210, Palm Beach, Florida 33480

ARTICLE VIII

The name and address of the incorporator is: Steven M. Selz, 214 Brazilian Avenue, Suite 210, Palm Beach, FL 33480

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the director(s) of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall

be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

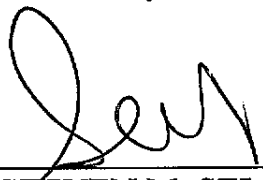
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7th day of NOV, 2000.



STEVEN M. SELZ

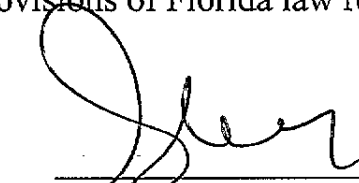
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That AMPEX TECHNOLOGIES, INC. desiring to organize under the laws of the State of Florida, has named Steven M. Selz as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in the attached Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Dated this 17th day of MAY, 2000.



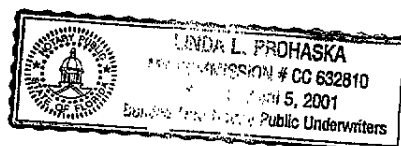
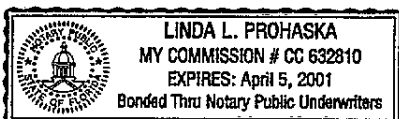
STEVEN M. SELZ,
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 17th day of MAY, 2000, by STEVEN M. SELZ, as Incorporator of AMPEX TECHNOLOGIES, INC., on behalf of the Corporation and who is personally known to me or who provided _____ as identification.



Notary Public
State of Florida at Large
My Commission Expires:

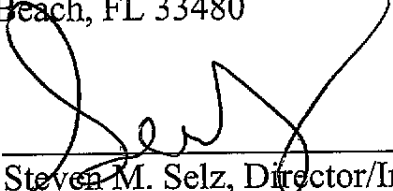


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AMPEX TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

Steven M. Selz
214 Brazilian Avenue
Suite 210
Palm Beach, FL 33480



Steven M. Selz, Director/Incorporator

5/17/00

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.0501, FLORIDA STATUTES.



Steven M. Selz, As Registered Agent

5/17/00

DATE

FILED
MAY 18 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA