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LARSON & LARSON, P.A.

ATTORNEYS AT LAW  
Practicing Domestic & International  
Patent Trademark & Copyright Law  
Trial and Appellate Litigation

H. WILLIAM LARSON  
HERBERT W. LARSON  
ALSO ADMITTED IN DELAWARE AND THE DISTRICT  
OF COLUMBIA AND REGISTERED TO PRACTICE  
BEFORE THE U. S. PATENT AND TRADEMARK  
OFFICE. (REG. NO. 21038).  
JAMES E. LARSON  
REGISTERED TO PRACTICE BEFORE THE  
U. S. PATENT AND TRADEMARK OFFICE  
(REG. NO. 37867).

11199-69th STREET NORTH  
LARGO, FL 33773-5504  
727-546-0660  
FAX 727-545-1595

BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
TRIAL COUNSEL

May 17, 2000

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

Re: Incorporation of I-Group Electronics, Inc.  
My File 1273

200003258462--3  
-05/18/00--01137--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

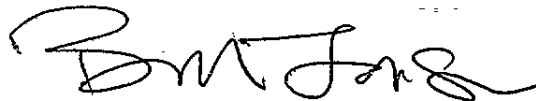
Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation and a check for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Kindly return all correspondence to the undersigned.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

Enclosures

FILED  
00 MAY 18 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-23  
WC

**ARTICLES OF INCORPORATION  
OF  
I-GROUP ELECTRONICS, INC.**

FILED  
00 MAY 18 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is I-GROUP ELECTRONICS, INC.
2. The address of its registered office in the State of Florida is 11199 69th Street North, Largo, FL 33773. The name of the corporation's registered agent at such address is H. William Larson.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000) shares no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The incorporator is H. William Larson, 11199 69th Street North, Largo, FL 33773.
9. The name and mailing address of the persons who shall serve as directors until the first annual meeting of the stockholders or until successors are elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sean Colpoys	1832 Fox Circle, Clearwater, FL 33764
Richard A. Cliff	3851 62nd Ave., N., Suite I, Pinellas Park, FL 33781

10. The principal address and mailing address of the corporation is 3851 62nd Ave., N., Suite I, Pinellas Park, FL 33781.

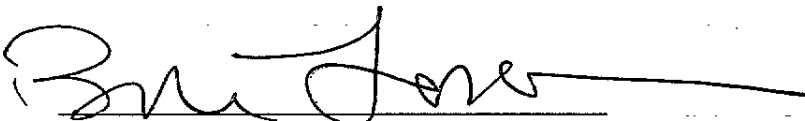
**I, THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this May 17, 2000.



H. William Larson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

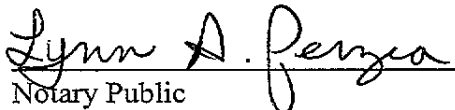
I, THE UNDERSIGNED, accept appointment as registered agent for I-GROUP ELECTRONICS, INC. and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.



H. William Larson, Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5/17/00, by H. William Larson, who is personally known to me.

  
Notary Public

Seal:

