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FILED  
00 DEC 29 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 27, 2000

PRIORITY MAIL

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\*\*\*\*122.50 \*\*\*\*78.75

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

Re: TSX ELECTRONICS, INC.,  
A Proposed Corporation for Profit  
(business corp.)

Gentlemen:

Enclosed please find the following:

Original executed Articles of Incorporation;  
Copy of executed Articles of Incorporation;  
Original executed Resident Agent Certificate; and  
My Trust Account check for \$122.50.

When this corporation has been approved, kindly certify the enclosed copy of Articles of Incorporation and return such document to me.

Thank you.

Sincerely,



Charles B. Adams

CBA/lblh  
Encls.

D. BROWN JAN - 5 2001

ARTICLES OF INCORPORATION OF  
TSX ELECTRONICS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, being of full legal age and competent to contract, does hereby constitute himself a body corporate, under the laws of the State of Florida, providing for the formation of corporations for profit, with the following provisions;

ARTICLE I

NAME

The name of this corporation shall be **TSX ELECTRONICS, INC.**

ARTICLE II

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall have perpetual existence. The date and time of the commencement of the corporate existence shall be the date and time upon which these Articles of Incorporation are filed with the Department of State of the State of Florida.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business of this corporation shall be the providing and sale of electronic and software design service. However, this corporation may engage in any lawful activity or business permitted under the laws of the United States of America and of the State of Florida. This corporation shall

have all powers granted to corporations generally by the laws of the State of Florida and by the laws of any other state in which this corporation hereafter may engage in activities and business.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share for a total authorized capital stock of Ten Thousand Dollars (\$10,000.000).

#### ARTICLE V

##### PREEMPTIVE RIGHTS

The stockholders of this corporation shall have full pre-emptive rights to purchase previously authorized but unissued stock.

#### ARTICLE VI

##### ADDRESS OF PRINCIPAL OFFICE

The street address of the initial and principal registered office of this corporation shall be 13018 Coastal Circle, Palm Beach Gardens, Florida 33410. The name of the initial registered agent of this corporation at such address shall be SCOTT M. SHAW.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director, initially, constituting the initial Board of Directors. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholder or stockholders, but shall never be fewer than one (1) director. The name and street address of the member of the first Board of Directors is:

SCOTT M. SHAW  
13018 Coastal Circle  
Palm Beach Gardens, Florida 33410

ARTICLE VIII

OFFICERS

This corporation shall have the following officers: a president, a secretary, and a treasurer, and such other officers and assistant officers as this corporation may provide for in its By-Laws as adopted and amended from time to time. One person may hold more than one office. Officers need not be stockholders.

ARTICLE IX

INCORPORATORS

The following is a statement of the name and address of the incorporator of these Articles of Incorporation:

SCOTT M. SHAW  
13018 Coastal Circle  
Palm Beach Gardens, Florida 33410

ARTICLE X

BY-LAWS

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of this corporation are expressly authorized to make, alter, amend, add to, or repeal, in whole or in part, the By-Laws of this corporation.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal at West Palm Beach, Florida, on this 21 day of December, 2000.

Scott M. Shaw (SEAL)  
SCOTT M. SHAW

Executed in our presence  
as witnesses:

Charles B. Adams  
Charles B. Adams

Lynn B. Lampert-Horowitz  
Lynn B. Lampert-Horowitz

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

FILED  
00 DEC 29 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

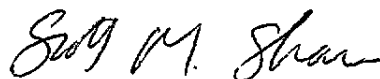
First -- **TSX ELECTRONICS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, has named SCOTT M. SHAW, at 13018 Coastal Circle, Palm Beach Gardens, Florida 33410, County of Palm Beach, and State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept my designation to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED this 21 day of December, 2000.

By:



SCOTT M. SHAW  
Resident Agent