

CORPORATION(S) NAME

W.P. Verifier

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ARTICLES OF INCORPORATION

OF

LANTRONIX USA CORP.

ARTICLE I

The name of this Corporation is LANTRONIX USA CORP.

ARTICLE II PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLES IV REGISTERED AGENT

The street address of the initial registered office of this Corporation is 301 N.E. 14th Avenue, Suite 304, Hallandale, FL 33009; and the name of the initial registered agent at that address is PATRICIA V. CASTRO.

ARTICLE V

This Corporation shall have **ONE DIRECTOR** initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is

PATRICIA V. CASTRO 301 N.E. 14th Avenue, Suite 304, Hallandale, FL 33009

ARTICLE VI INCORPORATOR

The name of the incorporator of this Corporation is PATRICIA V. CASTRO, the address is 301 N.E. 14th Avenue, Suite 304, Hallandale, FL 33009.



ARTICLE VII

The principal office and mailing address of the corporation is 301 N.E. 14th Avenue, Suite 304, Hallandale, FL 33009.

ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 22, 2001.

PATRICIA V. CASTRO, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

PATRICIA V. CASTRO.