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EFFECTIVE DATE
03/28/02

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : SMALL BUSINESS RESOURCES, INC.
Account Number : 110232002057
Phone : (407)298-4646
Fax Number : (407)297-0588

FLORIDA PROFIT CORPORATION OR P.A.

Xcel Semiconductor, Inc.

FILED
2002 MAR 29 AM 7:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

EFFECTIVE DATE
03/28/02

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

Xcel Semiconductor, Inc.

Start date:

March 28, 2002

The principal office and mailing address is:

2625 Rangeley Court
Orlando, FL 32835

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TALLAHASSEE, FLORIDA

Judith E. Dacey, CPA
Small Business Resources Inc.
773 S. Kirkman Rd - Suite 118
Orlando, FL 32811

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

2642 Ramsey Drive
Apopka, FL 32703

and the name of the initial registered agent is:

J. Thomas Yestrebsky

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be Ten Million (10,000,000) with no par value.

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of two members. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: J. Thomas Yestrebsky
Chairperson
Address: 2642 Ramsey Drive
Apopka, FL 32703

Name: Daniel J. de Beer
Director
Address: 2625 Rangeley Court
Orlando, FL 32703

OFFICERS:

The initial officers of the corporation shall consist of two people. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: J. Thomas Yestrebsky
President
Address: 2642 Ramsey Drive
Apopka, FL 32703

Name: Daniel J. de Beer
Secretary/Treasurer
Address: 2625 Rangeley Court
Orlando, FL 32703

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

ARTICLE VII

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII

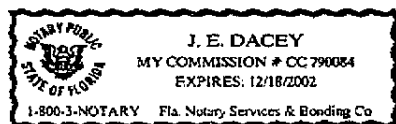
INCORPORATOR:

The name and address of the incorporator is:

Name: J. Thomas Yestrebsky

Address: 2642 Ramsey Drive
Apopka, FL 32703

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Orlando, Florida on this Twenty-eighth day of March, 2002.



J. Thomas Yestrebsky
Incorporator (Signature)

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

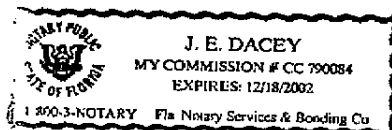
STATE OF FLORIDA


COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared
J. THOMAS YESTREBSKY.

Who is to me well known to be the person described in and who subscribed the
above Articles of Incorporation, and he did freely and voluntarily acknowledge
before me according to law that he made and subscribed the same for the uses
and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at
Orlando in said County and State this Twenty-eighth day of March, 2002.





Notary Public
STATE OF FLORIDA

Personally Known
or
Produced Identification

Type of ID produced: Drivers License

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**ARTICLES OF INCORPORATION
OF
XCEL SEMICONDUCTOR, INC.**

***ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II***

First - That Xcel Semiconductor, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Orlando, state of Florida, has named J. Thomas Yestrebsky, located at 2642 Ramsey Drive, in the city of Apopka, state of Florida, 32703, as its agent to accept service of process within Florida.

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 this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature J. Thomas Yestrebsky
(Registered Agent)
(Incorporator & Corporate Officer)

Date 3/28/02

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