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(Requestor's Name)

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(City/State/Zip/Phone #)

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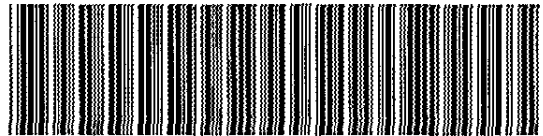
(Business Entity Name)

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FILED
02 NOV -8 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/13

ZTRONICS USA, INC
6538 COLLINS AVENUE # 261
MIAMI BEACH FL. 33141
TEL: 786-368-7114

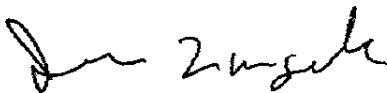
NOVEMBER 2, 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE FL 32314

REF: APPLICATION FOR CORPORATE CHARTER

PLEASE FIND ENCLOSED TWO COPIES OF THE ARTICLES OF INCORPORATION FOR
ZTRONICS USA , INC. TOGETHER WITH OUR CHECK FOR \$22.50.

THANK YOU FOR YOUR ANTICIPATED COOPERATION



JOHN N. ZINGALE

ARTICLES OF INCORPORATION
OF
ZTRONICS USA, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AND FURTHER TO AGREE TO THE FOLLOWING CONDITIONS OF SAID CORPORATION.

ARTICLE I : NAME:

THE NAME OF THE CORPORATION IS

ZTRONICS, USA, INC.

ARTICLE II : PURPOSE

THE CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO MAINTAIN, OPERATE, A CONSULTING ADVISORY BUSINESS. TO ENGAGE IN ANY RELATED BUSINESS OR SERVICE THAT IS LEGAL ACCORDING TO THE LAWS OF THE UNITED STATES OF AMERICA. TO OBTAIN LICENSES FROM THE UNITED STATES OF AMERICA AND TO ENTER INTO ALL REAL AND PERSONAL PROPERTY WHICH MAY BE NECESSARY, ADVANTAGEOUS, OR PROPER IN THE CONDUCT OF ITS BUSINESS, AND FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE III : CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 150 SHARES ALL OF ONE CLASS AND ALL OF THE PAR VALUE OF FIFTY (\$50.00) DOLLARS PER SHARE.

ARTICLE IV : TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS DISSOLVED BY ACTION OF LAW

ARTICLE V INITIAL REGISTERED OFFICE/PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 6538 COLLINS AVENUE, # 261, MIAMI BEACH, FL. 33141 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS JOHN N. ZINGALE.

ARTICLE VI DIRECTORS

THIS CORPORATION SHALL NOT HAVE NOT LESS THAN ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME AS THE STOCKHOLDER (S) DESIRE, IN ACCORDANCE WITH THE BY-LAWS HEREOF.

ARTICLE VII: INITIAL DIRECTORS

THE NAME AND POST OFFICE ADDRESS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION IS AS FOLLOWS:

NAME	ADDRESS
JOHN N. ZINGALE PRESIDENT	6538 COLLINS AVENUE # 261 MIAMI BEACH, FL. 33141

ARTICLE VIII: SUBSCRIBERS

THE NAME AND POST OFFICE ADDRESS OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME	ADDRESS
JOHN N. ZINGALE PRESIDENT	6538 COLLINS AVENUE # 261 MIAMI BEACH FL 33141

ARTICLE IX: INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW

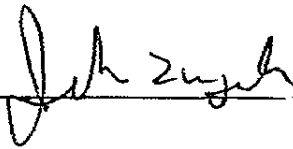
ARTICLE X: AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS SUBJECT TO THIS RESERVATION.

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TALLAHASSEE, FLORIDA

SIGNATURE /INCORPORATOR AND REGISTERED AGENT

/S/ JOHN.N. ZINGALE



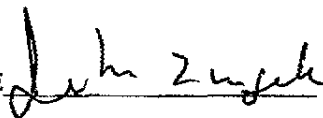
DATE

11/4/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE REGISTERED AGENT

S/S JOHN N. ZINGALE



DATE

11/4/02