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(City/State/Zip/Phone #)

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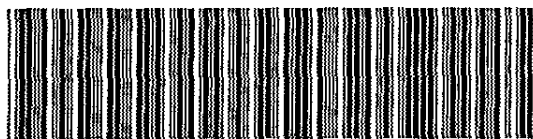
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GREGG S. KAMP, P.A.**

ATTORNEY AT LAW

Telephone: (863) 646-3135  
Facsimile: (863) 646-3102

6155 South Florida Ave.  
Suite 10  
Post Office Box 6235  
Lakeland, Florida 33807

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June 2, 2003

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

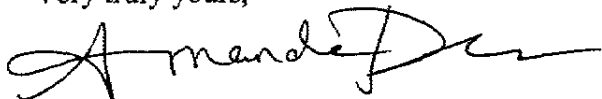
RE: Telephonics, Inc.

Dear Sir or Madam:

Enclosed herein please find the original Articles of Incorporation for Telephonics, Inc. and the applicable filing fee, our firm check in the sum of \$87.50. Please file the incorporation at your earliest convenience.

Should you have any questions, or need anything further, please feel free to contact me at (863) 646-3102. Thank you.

Very truly yours,



Amanda Douglas  
Legal Assistant to  
Gregg S. Kamp

GK/ad  
Enclosures

ARTICLES OF INCORPORATION

OF

TELEPHONICS, INC.

ARTICLES I - NAME

This name of this organization is Telephonics, Inc.

ARTICLE II - PURPOSE

This company is organized for the purpose of engaging in the business of cabeling, installing, servicing, and sales of telephonic key systems and private branch extensions, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this organization shall be located at 1148 Rustic Estates Drive, Lakeland, Florida 33811, and the Initial Registered Agent shall be Gregg S. Kamp, P.A., located at 6155 South Florida Avenue, Suite 10, Lakeland, Florida 33813.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

AND INITIAL AUTHORIZED STOCK

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida, or shareholder of the organization. The number of

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directors may be increased from time to time by the by-laws. The initial issuance of stock shall be 10,000 shares, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

The name and address of the initial director of this organization is:

Robert Longbrake  
1148 Rustic Estates Drive  
Lakeland, Florida 33811

#### **ARTICLE V - DURATION**

The period of duration of this organization is perpetual.

#### **ARTICLE VI - INCORPORATE**

The name and address of the person signing these Articles of Incorporation is Robert Longbrake, 1148 Rustic Estates Drive, Lakeland, Florida 33811.

#### **ARTICLE VII - OFFICERS OF THE CORPORATION**

The initial officer of the corporation shall be:

Robert Longbrake	Chief Executive Officer and President
Anthony Longbrake	Vice President
Paul Contoir	Vice President
Beverley Longbrake	Secretary and Treasurer

### **ARTICLE VIII - INDEMNIFICATION**

The organization shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This organization reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28 day of May, 2003.



Robert Longbrake

Y 501-779-48-023-0

STATE OF FLORIDA

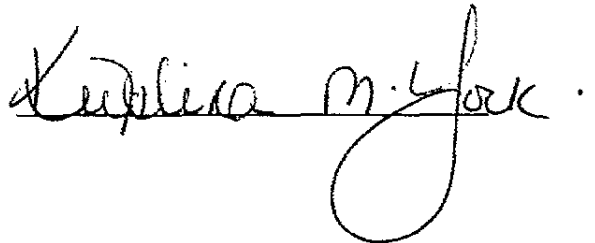
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Robert Longbrake, who is to me well known and to be the person described in and who executed and subscribed the above Articles of Incorporation, and he did so freely and voluntarily acknowledged 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 official seal at Lakeland, Polk County, Florida, this 28 day of May, 2003.



Kristina M York  
My Commission DD039259  
Expires July 04 2005



Notary Public/State of Florida

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is Telephonics, Inc.
2. The name and address of the registered agent is:  
Gregg S. Kamp, P.A.  
6155 South Florida Ave., Suite 10  
Lakeland, Florida 33813

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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: \_\_\_\_\_

Gregg S. Kamp, P.A.

Date: \_\_\_\_\_

5/28/03