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Florida Department of State  
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**buy wise electronics, inc.**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

COUNTY OF DADE  
MILLANASSEE, FLORIDA

OF

BUY WISE ELECTRONICS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and filed the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is BUY WISE ELECTRONICS, INC.

ARTICLE II

The initial principal offices of this corporation shall be 1700 NW North River Drive, Suite 604, Miami, FL 33125, with the privilege of having its office, or any branches, located elsewhere in the State Of Florida's boundaries.

ARTICLE III

The capital stock authorized, the par thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value/Share</u>	<u>Class</u>
10.000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to the law.

Prepared By: Jerry A. Goldstein, CPA  
215 SE 8th Street  
Hallandale, FL 33009  
(954) 458-1975

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#### ARTICLE V

This corporation may and shall engage in lawful activities in the State of Florida.

#### ARTICLE VI

The corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time, unless the stockholders elect by majority vote to determine that the stockholders manage the corporation.

#### ARTICLE VII

The name and address of the first Director of the Corporation shall hold office for the first year or until a successor is duly elected and qualified.

<u>NAME</u>	<u>TITLE</u>
Ricardo J. Gonzalez	President, Vice President
1700 NW North River Drive	Secretary/Treasurer
Suite 604	
Miami, FL 33125	
786-306-9021	
Buywiseelectronics@comcast.net	

#### ARTICLE VIII

The name and street address of the Incorporator to these articles of incorporation is:

Ricardo J. Gonzalez  
1700 NW North River Drive  
Suite 604  
Miami, FL 33125  
786-306-9021  
Buywiseelectronics@comcast.net

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director, individually, or an firm of which any director may be a member, any be a party to, or may be pecuniary or otherwise interested in any Contract or transaction of this Corporation, provided that the fact that she/he or such firm is so interested shall be disclosed or shall have been known

to the Board of Directors of the Corporation shall authorize any such contract or transaction with like force and effort.

#### ARTICLE X

The private property of the stockholders shall NOT be subject to payment of the corporate debtors under any circumstances. The corporation shall have first lien on the shares of the stockholders' shares and upon the dividends due them for any indebtedness of such stockholders to the corporation. All rights to setoff exist in favor of the Corporation.

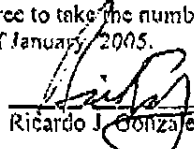
#### ARTICLE XI

The corporation shall INDEMNIFY and insure its Officers and Directors to the fullest extent permitted under law either now or hereafter.

#### ARTICLE XII

No transfer or issuance of stock of this corporation shall be to anyone other an individual duly allowed by the Board of Directors. No alienation of the shares shall be to anyone but another individual eligible to be a shareholder of such corporation. If the shares become garnished or executed upon by anyone, the other stockholders hold the right to purchase the shares for the sum of \$1.00 plus their bid credit created by the security interest.

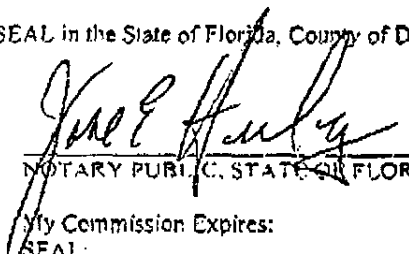
IN WITNESS WHEREOF, the undersigned as the original Subscriber to the Capital Stock hereinbefore named, for the purpose of forming a corporation under Florida law and transacting business within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the number of shares hereinabove set forth, and hereunto set my Hand and Seal this 3 day of January, 2005.

  
Ricardo J. Gonzalez, President

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Ricardo J. Gonzalez, to me know to be a person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the State of Florida, County of Dade this 3 day of January 2005.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

SEAL:

TOTAL P.05

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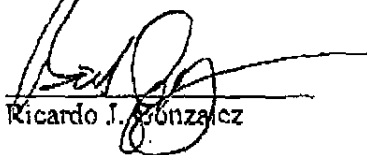
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA NAMING AGENT WHOM SERVICE MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted: Designation of  
Registered Agent and naming same to accept service of process within the State of  
Florida for Buy Wise Electronics, Inc.

NAME: Ricardo J. Gonzalez

ADDRESS: 1700 NW North River Drive  
Suite 604  
Miami, FL 33125

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 PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND  
OBLIGATIONS AS UNDER Ch. 607, Fla. Stat.

  
Ricardo J. Gonzalez

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STATE OF FLORIDA  
TALLAHASSEE

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