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DIVISION OF CORPORATIONS
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ZELLER & ASSOCIATES, L.L.C.

Ronald J. Zeller, Esq.
James J. Cooney, Esq. (1938-2000)

TRUMP PLAZA OFFICE CENTER
525 S. FLAGLER DRIVE, SUITE 200
WEST PALM BEACH, FLORIDA 33401
TELEPHONE: (561) 802-4480
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Of Counsel:
A. Faxon Henderson, Esq.
Richard H. Olsen, Esq.
Paralegal:
Suzanne T. Zeller

March 8, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs/Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for Ultrasonic Converter Tech, Inc., for filing. Also enclosed please find our check in the amount of \$70.00, for filing fees for the following:

- | | | |
|----|-----------------------------------|---------|
| 1. | Filing Fees: | \$35.00 |
| 2. | Registered Agent Designation Fee: | \$35.00 |

Should you have any questions, please contact me at the above referenced number. Thank you in advance for your assistance with this matter.

Very truly yours,



Ronald J. Zeller, Esq.
RJZ:stz
w/Enclosures

ARTICLES OF INCORPORATION
OF
ULTRASONIC CONVERTER TECH, INC.

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be Ultrasonic Converter Tech, Inc.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) This Corporation may engage in the manufacturing and repairing of ultrasonic converters and/or transducers, and any or all other lawful activities related thereto, and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be preemptive rights.

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ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is Trump Plaza Office Center, 525 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller, Esq.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of the initial director(s) of this Corporation is as follows:

Kerriann Kreuz
62 John Ward Avenue
Haverhill, MA 01830

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in, or is an officer or director, or are officers or directors of such other corporations, and any officer, officers, director, or directors, individually or jointly, may be a party, or parties to, or may be interested in, any such contract or transaction, or the Corporation, or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers, director, or directors of the Corporation is a party, or are parties to, or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or other corporation in which he may be in any way interested.

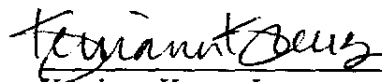
ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

Kerriann Kreuz
62 John Ward Avenue
Haverhill, MA 01830

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of March, 2005.


 3/7/05
Kerriann Kreuz, Incorporator

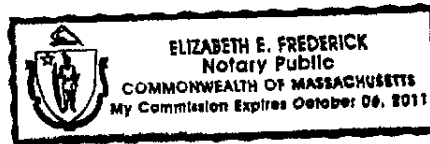
STATE OF MASSACHUSETTS
COUNTY OF ESSEX

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KERRIANN KREUZ, who is personally known to me or who has produced MA licence as identification and who did/did not take an oath; and who acknowledged signing the foregoing Articles of Incorporation for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 1th day of March, 2005.

(SEAL)


MA, Notary Public
My Commission No.: _____
My Commission Expires: _____

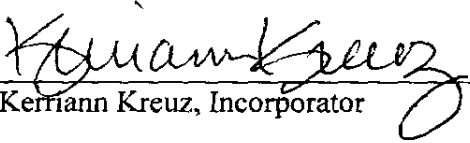


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

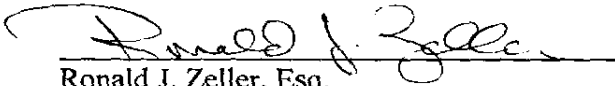
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

FOLLOWING IS SUBMITTED:

FIRST: THAT ULTRASONIC CONVERTER TECH, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED RONALD J. ZELLER, ESQ., LOCATED AT TRUMP PLAZA OFFICE CENTER, 525 SOUTH FLAGLER DRIVE, SUITE 200, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Kerriann Kreuz, Incorporator

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.


Ronald J. Zeller, Esq.
Registered Agent
Dated: March 8, 2005

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