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Law Offices
Manuel Diner, P.A.

January 19, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Oriental Electronics Inc.
Our File No. 779-95

BAYSIDE OFFICE CENTER
141 NORTHEAST 3RD AVENUE
SUITE 601
Miami, Florida 33132
TELEPHONE (305) 355-7800
FAX (305) 355-7101

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-01/23/95--01090--001
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above referenced corporation, together with our check in the sum of \$122.50 representing the filing fee on same.

If you should have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.

Manuel Diner
Manuel Diner
MD/cf

Encl.

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TALLAHASSEE, FL
DIVISION OF CORPORATIONS
FILED

**ARTICLES OF INCORPORATION
OF
ORIENTAL ELECTRONICS INC.**

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name of this corporation is: **ORIENTAL ELECTRONICS INC.**
The Corporation's principal office and mailing address is:
9210 Patina Drive, Boynton Beach, Florida 33437.

**ARTICLE II
NATURE OF CORPORATION BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

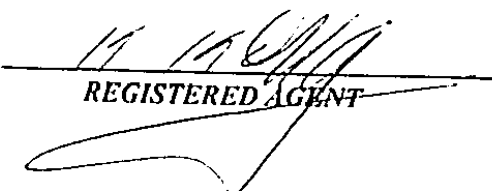
**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

INITIAL REGISTERED AGENT: Kenneth Joseph Kong
INITIAL REGISTERED OFFICE: 9210 Patina Drive
Boynton Beach, Florida 33437

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is 2.

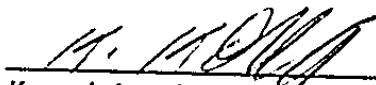
The name and address of the Initial Directors of the Corporation are:

Kenneth Joseph Kong, 9210 Patna Drive, Boynton Beach, Fla. 33437.
Helen Kong, 9210 Patna Drive, Boynton Beach, Fla. 33437.

ARTICLE VII
INITIAL INCORPORATOR

The name and address of the Initial Incorporator executing these Articles of Incorporation is:

Kenneth Joseph Kong
9210 Patna Drive, Boynton Beach, Fla. 33437.


Kenneth Joseph Kong, INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of January, 1995 by Kenneth Joseph Kong who is personally known to me [] or has produced Res. Alc. ID. as identification and who did [] did not [-] take an oath.

Witness my hand and official seal in Miami, Dade County, Florida, this 19 day of January, 1995.


Notary Public, State of Florida

Print Name: Manuel Diner

My Commission Expires:
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