

Lawrence E. Jaffe

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LAWRENCE E. JAFFE
JOSHUA M. JAFFE
* ALSO MEMBER OF NY BAR
* ALSO MEMBER OF FL BAR

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FILED
JAN 25 AM 9:51
TALLAHASSEE
SECRET

508 PARK AVENUE
NEW YORK, NY 10022
(212) 688-3700

2337 WEST 76TH STREET
HALEAH, FLORIDA 33016
(305) 558-4000

January 20, 1995

UPS OVERNIGHT AIR

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

600001389836
-01/26/95--01030--004
*****70.00 *****70.00

Re: ARIA ELECTRONICS, INC. - Articles of Incorporation

Gentlemen:

With respect to the above company, enclosed please find an original and copy of Articles of Incorporation with a check in the amount of \$70 representing \$35 for the filing fee and \$35 for the registered agent fee. Attached to the Articles of Incorporation is the acceptance of the registration as per Section 607.0501 of the Florida Business Corporation Act.

Please mark the copy of the Articles of Incorporation "filed" and return to the undersigned in the self-addressed, stamped enveloped provided for your convenience.

Very truly yours,

Lawrence E. Jaffe

LEJ/cmb
Enclosures

ARTICLES OF INCORPORATION
OF
ARIA ELECTRONICS, INC.

The undersigned, Lawrence E. Jaffe, for the purpose of forming a corporation for profit, under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be:

ARIA ELECTRONICS, INC.
8585 Boca Glade Blvd. West
Boca Raton, Florida 33434

ARTICLE II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

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TALLAHASSEE

ARTICLE III

SHARES

The authorized capital stock of this Corporation shall consist of 100 shares of common stock, no par value.

ARTICLE IV

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent for the Corporation is Lawrence E. Jaffe, whose address is c/o Medcore, Inc., 2337 West 76th Street, Hialeah, Florida 33016.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VII

FIRST BOARD

The following shall constitute the first Board of Directors of the Corporation:

| Name | Address |
|--------------|--|
| Pierre Klein | 24 Maimonides Ct Thornhill, Ontario L4J 4X8 Canada |

ARTICLE VIII

INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

| Name | Address |
|-------------------|---|
| Lawrence E. Jaffo | c/o Medcore, Inc. 2337 W. 76th Street Hialeah, FL 33016 |

ARTICLE IX

GENERAL PROVISIONS

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, as well as promises to pay cash or to provide property, labor or future services, at a just valuation to be fixed by its Board of Directors.
- (c) An officer and/or director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expense), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(e) No director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless:

(i) the director breached or failed to perform his duties as a director; and

(ii) the director's breach of, or failure to perform, those duties constitutes:

1. a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. a transaction from which the director derived an improper personal benefit;
3. a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;
4. in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the rights of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or
5. in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property as those terms are defined in the Florida Business Corporation Act.

SUBSCRIBED at Hialeah, Florida, this 20th day of January, 1995.



LAWRENCE E. JAFFE, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501(3) of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ARIA ELECTRONICS, INC.

2. The name and address of the registered agent and office is:

LAWRENCE E. JAFFE
(NAME)

c/o MEDICORE, INC. 2337 W. 76th Street
(P.O. BOX NOT ACCEPTABLE)

Hialeah, Florida, 33016
(CITY/STATE/ZIP)

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 HERELY 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)

DATE

1/20/91

SUBSCRIBED at Hialeah, Florida, this 20 th day of January, 1995.

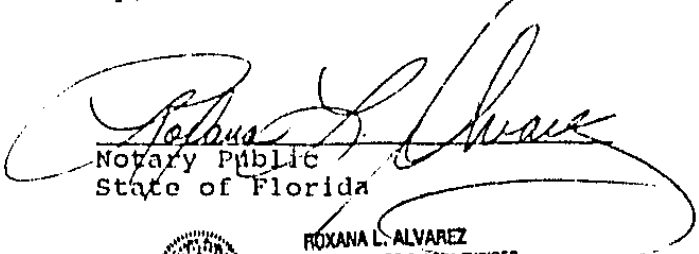

LAWRENCE E. DAFFE

STATE OF FLORIDA)

SS.:

COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 20 th day of January, 1995.


Notary Public
State of Florida



ROXANA L. ALVAREZ
MY COMMISSION # CC 215024 EXPIRES
August 14, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED
1995 JAN 25 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA