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January 24, 1995

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

Re: D Squared Associates, Inc.

900001392439
-01/30/95--01023--013
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation of D Squared Associates, Inc. and a check in the amount of \$122.50, payable to the "Department of State," for payment of the filing fee and certified copy.

If you have any questions, please do not hesitate to call.

Very truly yours,

Barbara Yount

Barbara W. Yount
Tax Accountant

Enclosures

cc: Richard P. Dubois
Julia D. Corelli, Esquire

*RMC
2/1/95*

FILED
95 JAN 27 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
D SQUARED ASSOCIATES, INC.

FILED
95 JAN 27 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

FIRST: The name of the corporation is D Squared Associates, Inc.

SECOND: The address of the principal office of the corporation is as follows:

518 36th Street West
Palmetto, FL 34221

THIRD: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand (1,000) shares of common stock, par value One Cent (\$.01) per share.

FOURTH: The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Richard P. Dubois
518 36th Street West
Palmetto, FL 34221

FIFTH: The name and address of the incorporator of the corporation are as follows:

Barbara W. Yount
Pepper, Hamilton & Scheetz
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103

SIXTH: The purpose or purposes for which the corporation is organized are:

To serve as manufacturer's representative for manufacturers of electronic components used in voice to voice communication, manufacturers of medical equipment, and other manufacturers of equipment for resale as well as to engage in the transaction of any or all lawful business for which a corporation

may be incorporated under the provisions of the Florida Business Corporation Act.

SEVENTH: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24~~th~~ day of January, 1995.

Barbara W. Yount
Barbara W. Yount, Incorporator

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

The foregoing instrument was acknowledged before me this 24 day of January, 1995, and executed by Barbara W. Yount, incorporator of D Squared Associates, Inc.

Ronald A. Marone
Notary Public

NOTARIAL SEAL
RONALD A. MARONE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Jan 25, 1996

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED

Having been named to accept service of process for D Squared Associates, Inc., at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: January 24, 1995.

Richard P. Dubois
Richard P. Dubois, Registered Agent