

LAW OFFICES OF
BAXTER & STROHAUER, P.A.

CITIZENS BANK BUILDING, SUITE 300
1150 CLEVELAND STREET
CLEARWATER, FL 34615

JAMES A. BAXTER
GARY N. STROHAUER
ELIZABETH R. MANNION

TELEPHONE
(813) 461-6100
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February 2, 1995

P95000011144

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

800001398808
-02/07/95--01026--007
***122.50 ***122.50

Re: Nation's Electronics, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

BAXTER & STROHAUER, P.A.

Elizabeth R. Mannion

Elizabeth R. Mannion

ERM/kc
Enclosures

H. SIMS FEB - 9 1995

FILED
05 FEB - 9 12:57
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF

NATION'S ELECTRONICS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Nation's Electronics, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 22087 U.S. 19, North, Clearwater, FL 34625.

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock (having a par value of \$1.00).

ARTICLE V. REGISTERED AGENT AND OFFICE.

The name and address of the initial Registered Agent are:

Rod Ryan Cook
22087 U.S. 19, North
Clearwater, FL 34625

ARTICLE VI. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

street addresses is:

Rod Ryan Cook
22087 U.S. 19, North
Clearwater, FL 34625

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.


The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Rod Ryan Cook
22087 U.S. 19, North
Clearwater, FL 34625

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 31 day of JAN., 1995.


Incorporator


STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 31 day of January, 1995, before me personally appeared, Rod Ryan Cook, who is personally known to me, and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Clearwater, County of Pinellas, State of Florida, the day and year last aforesaid.



MARIAN R. KUHLE
MY COMMISSION # CC301003 EXPIRES
July 11, 1997
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public
My Commission Expires:

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95 FEB -6 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Nation's Electronics, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 22087 U.S. 19, North, Clearwater, Florida 34625 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
ROD RYAN COOK, Resident Agent