

LEWIS W. STONE
SCOTT A. GERKEN

MAILING ADDRESS:
POST OFFICE DRAWER 2048
EUSTIS, FLORIDA 32727-2048

09500015662

Dear Sir or Madam:

Please return the certified copy of the filed Articles to me
at Post Office Drawer 2048, Eustis, Florida 32727-2048.

Scott A. Gerken

Corp/Letters/L-ARTICLES

ARTICLES OF INCORPORATION
OF

RS ELECTRONICS, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is RS ELECTRONICS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is to manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, merchandise and materials of any kind and description. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of

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Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The initial street and mailing address in Florida of the principal office of the corporation is 150 E. Charlotte Avenue, Eustis, Florida.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

NAME	ADDRESS
MARK ANTHONY NOTHSTINE	150 E. Charlotte Avenue Eustis, Florida 32726

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JILL IRENE NOTHSTINE

150 E. Charlotte Avenue
Eustis, Florida 32726

ARTICLE VIII - INCORPORATORS

NAME	ADDRESS
MARK ANTHONY NOTHSTINE	150 E. Charlotte Avenue Eustis, Florida 32726
JILL IRENE NOTHSTINE	150 E. Charlotte Avenue Eustis, Florida 32726

ARTICLE IX - REGISTERED AGENT

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the corporation is MARK ANTHONY NOTHSTINE, 150 E. Charlotte Avenue, Eustis, Florida 32726.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued shares of common stock held by the holder of all shares of common stock currently

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authorized and issued.

ARTICLE XII- CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these articles of incorporation at Mount Dora, Florida on the 21 day of FEBRUARY, 1995.

MARK ANTHONY NOTHSTINE
MARK ANTHONY NOTHSTINE

JILL IRENE NOTHSTINE
JILL IRENE NOTHSTINE

Incorporators

STATE OF FLORIDA

COUNTY OF LAKE

Before me, the undersigned authority, personally appeared MARK ANTHONY NOTHSTINE and JILL IRENE NOTHSTINE, who are to me well known to be the persons described in and who subscribed the

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above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Mount Dora in said County and State this 21 day of February, 1995.



OFFICIAL SEAL
CYNTHIA KENNEDY
My Commission Expires
Sept. 29, 1995
Comm. No. CC 144469

Cynthia Kennedy
Notary Public Signature
Cynthia Kennedy
Notary Printed Signature

My Commission Expires:

DESIGNATION OF RESIDENT AGENT

RS 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 the City of Eustis, County of Lake, State of Florida, has and does by these presents name MARK ANTHONY NOTHSTINE, located at 150 E. Charlotte Avenue, City of Eustis, County of Lake, State of Florida, as its agent to accept service of process within the State.

Mark Anthony Nothstine (SEAL)
MARK ANTHONY NOTHSTINE

Jill Irene Nothstine (SEAL)
JILL IRENE NOTHSTINE

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ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

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 provisions of said act relating to keeping open said office.

Mark Anthony Nothstine (SEAL)
MARK ANTHONY NOTHSTINE

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