

BERGER & DAVIS, P.A.

A T T O R N E Y S A T L A W

P95000022436

FILED
MAR 22 1995
TALLAHASSEE, FLORIDA

March 16, 1995

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **CyberForce Microelectronics, U.S.A., Inc.**

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it.

A check in the amount of \$70.00 is enclosed to cover the \$35.00 filing fee and the \$35.00 fee for filing the designation of registered agent.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.

cc: Ms. Tricia Hackett-Boyhan (w/enc.)
Leonard K. Samuels, Esq.

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
70.00

dB 3/21/95

**ARTICLES OF INCORPORATION
OF
CYBERFORCE MICROELECTRONICS, U.S.A., INC.
A FLORIDA CORPORATION**

FILED
1995 MAR 20 PM 12:00
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CyberForce Microelectronics, U.S.A., Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

700 West Hillsboro Boulevard
Building 4, Suite 104
Deerfield Beach, Florida 33441

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and her successors shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| TRICIA HACKETT-BOYHAN | 700 West Hillsboro Blvd. Bldg. 4, Suite 104 Deerfield Beach, FL 33441 |

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name

LEONARD K. SAMUELS

Address

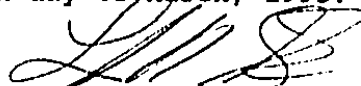
100 N.E. 3rd Ave., #400
Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of March, 1995.



LEONARD K. SAMUELS
Incorporator

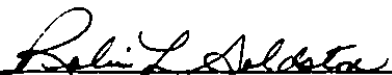
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

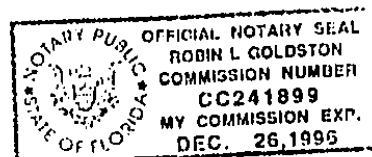
Sworn to and subscribed before me this 15th day of March, 1995, by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced

NOTARY PUBLIC:

Sign: 
Print Name: Robin L. Goldston
Commission No.: CC241899
My Commission Expires: 12/26/96



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Initial Registered Agent of CYBERFORCE MICROELECTRONICS, U.S.A., INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of CYBERFORCE MICROELECTRONICS, U.S.A., INC.

Date: 3/15/95



LEONARD K. SAMUELS
Initial Registered Agent

FILED
MAR 20 PM 12:00
TALLAHASSEE, FLORIDA