

P95000030147

April 9, 1995

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

800001455928
-04/13/95--01067--002
****122.50 ****122.50

Re: Incorporation of KITT-KATT ELECTRONICS, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me

Sincerely,

Roddrick P. Kittles
1250 69th Terr. S.
St. Petersburg, Fl. 33705
(813) 864-0676

FILED
95 APR 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER APR 18 1995

FILED

95 APR 13 PM 1:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
FOR

KITT-KATT ELECTRONICS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

KITT-KATT ELECTRONICS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and the mailing address of this Corporation shall be:

1250 69TH TERRACE SOUTH, ST. PETERSBURG FL 33705

ARTICLE III. PURPOSE.

The general purposes for which the Corporation is organized are the following:

A. To Engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To buy and sell integrated circuits.

ARTICLE IV. AUTHORIZED SHARES.

The aggregate number of shares which the Corporation is authorized to issue is Five Hundred (500) shares of Common Share with a par value of Ten Dollars (\$10.00) per share. The Common Shares will consist of two class, which shall be called Class A Common and Class B Common. Class A Common is voting share and shall be retained by the officers and directors of the corporation. Class B Common is nonvoting share. In all other respects the two classes of Common Shares shall be identical.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporations's registered office is 1250 69TH TERRACE SOUTH, ST. PETERSBURG FL 33705.

The initial registered agent for the Corporation at that address is Roddrick P. Kittles.

ARTICLE VI. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 1 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
<u>Roddrick P. Kittles</u>	<u>1250 69TH TERRACE SOUTH,</u> <u>ST. PETERSBURG FL 33705</u>

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these articles of incorporation is:

Name

Address

Roddrick P. Kittles

1250 69TH TERRACE SOUTH,
ST. PETERSBURG FL 33705

ARTICLE VIII. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE IX. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE X. SHARE TRANSFER RESTRICTIONS.

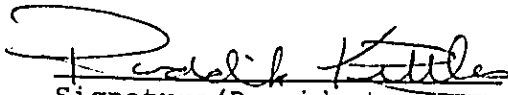
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 9 day of April, 1995.

Signature(s) of the incorporator(s)


Signature/President

RODDRICK P. KITTLES
name of incorporator signing

FILED

95 APR 13 PM 1:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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:

KITT-KATT ELECTRONICS, INC.

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

RODDRICK P. KITTLES
1250 69TH TERRACE SOUTH SUITE 25
ST. PETERSBURG, FLORIDA 33705

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 HEREBY 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

Rodrick Kittles

Date

April 9, 1995