

1201 HAYS STREET
TAMPA, FL 33606
800-344-8006
P95000033332



95 APR 29 11:11

1110 BRICKELL AVENUE

ACCOUNT NO. : 072100000032

REFERENCE : 586961 81203A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 28, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 586961

CUSTOMER NO: 81203A

CUSTOMER: Morris Katz, Esq
MORRIS KATZ, ESQ

Suite 407
1110 Brickell Avenue
Miami, FL 33131

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-04/28/95--01002--033
****122.50 ****122.50

DOMESTIC FILING

NEED TODAY

NAME: M & A ELECTRONICS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

5015

1110

ARTICLES OF INCORPORATION

-of-

M & A ELECTRONICS, INC.

95 APR 26 PM 12:35

I, the undersigned, in order to form a corporation under and pursuant to the Laws of the State of Florida for the purpose set forth below, hereby subscribes to these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

M & A ELECTRONICS, INC.

ARTICLE II

The corporation organized herein is hereby created for the purpose of transacting any and all lawful business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE III

The number of shares of stock this corporation is authorized to have outstanding at any time is 10,000 shares of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be One Thousand (\$1,000.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be located at:

1165 N.W. 76th Avenue
Miami, Florida 33126

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one and not more than five members.

ARTICLE VIII

The names and addresses of the first Board of Directors who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

Mohammad Hosseini
13320 S.W. 109 Court
Miami, Florida 33176

Ali F. Kasmai
12666 S.W. 94th Court
Miami, Florida 33176

ARTICLE IX

The registered agent and registered office of this corporation is as follows:

Morris Katz
1110 Brickell Avenue, Suite 407
Miami, Florida 33131

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

Name

Address

Morris Katz

1110 Brickell Ave., Suite 407
Miami, Florida 33131

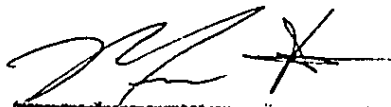
ARTICLE XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

Ali F. Kasmali, President

Mohammad Hosseini, Vice President and Secretary-Treasurer

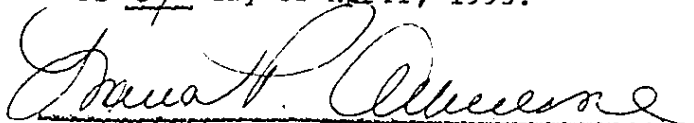
IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation this 27th day of April, 1995.


MORRIS KATZ

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day appeared MORRIS KATZ personally known to me to be the same described in and who executed these Articles of Incorporation or who produced a Florida Drivers License as identification, and after taking and oath he acknowledged the Articles to be the act and deed of the subscriber, and that the facts set forth therein are true.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 27 day of April, 1995.


NOTARY PUBLIC, State of Florida at Large

My commission expires:

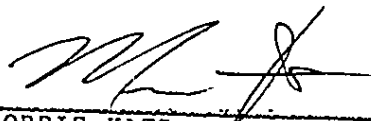


MARIA P. ALCUERNE
MY COMMISSION # CC 194400 EXPIRES
April 24, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been appointed the initial Registered Agent to accept service of process for the corporation known as M & A ELECTRONICS, INC., at the initial registered office designated in the foregoing Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Dated this 27th day of April, 1995.



MORRIS KATZ

APR 29 PM 12:25
1995