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RONALD L. PLATT
ATTORNEY AT LAW

MEMBER FLORIDA AND NEW YORK BAR

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June 9, 1995

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

ATTN: For Profit - New Filing

FILED
1995 JUN 14 AM 10 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed please find 2 original sets of the Article of Incorporation and Certificate of Resident Agent for the following for profit corporation:

NORTECH INTERNATIONAL, INC.

My check for \$122.50 is enclosed for the filing fee. Please return a certified copy to me at your earliest convenience.

000001512950
-06/14/95--01054--004
****122.50 ****122.50

Sincerely,



Ronald L. Platt, Esq.

RLP/ds
encl

A. Schenck JUN 19 1995

ARTICLES OF INCORPORATION

OF

NORTECH INTERNATIONAL, INC.

ARTICLE I
NAME

The name of this corporation is NORTECH INTERNATIONAL, INC.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4800 North Federal Highway, Suite 104-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Ronald L. Platt, Esquire.

**ARTICLE VI
INITIAL PRINCIPAL OFFICE**

The initial principal office and mailing address of this corporation is 100 Wall Street, Suite 604, New York, New York 10005. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Enrique Cubeiro	100 Wall Street, Suite 604 New York, New York 10005
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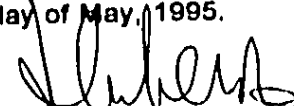
ARTICLE VIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is: Enrique Cubeiro, 100 Wall Street, Suite 604, New York, New York 10005.

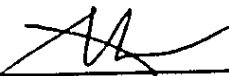
IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 31st day of May, 1995.



Subscriber

STATE OF NEW YORK)
) SS
COUNTY OF New York)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Enrique Cubeiro, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.



NOTARY PUBLIC
~~State of Florida at Large~~

JAMES ANDRES
Notary Public, State of New York
No. 314001211
Qualified in New York, C. of N.Y.
Commission Expires January 27, 1996

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1995 JUN 14 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 Florida Statutes.

By: 

Ronald L. Platt, Esquire
Registered Agent