

95000050351

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135-0000  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NEPTUNE ELECTRONICS, INC.  
FAX AUDIT NUMBER: H95000007155 CURRENT STATUS: REQUESTED  
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TALLAHASSEE, FLORIDA

6/28

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DIVISION OF CORPORATIONS

(5)

ARTICLES OF INCORPORATION

OF

NEPTUNE ELECTRONICS, INC.

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is NEPTUNE ELECTRONICS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This instrument was prepared by:  
Ira S. Silver, Esq.  
Florida Bar 221351  
Silver & Silver  
150 S.E. 2nd Avenue  
Suite 500  
Miami, FL 33131

305-374-4888

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 344 Lincoln Road, Miami Beach, Florida 33139. The name of the initial registered agent is Shimon Swissa, 344 Lincoln Road, Miami Beach, Florida 33139.

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:

Shimon Swissa  
President  
Secretary/Treasurer

344 Lincoln Road  
Miami Beach, FL 33139

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Shimon Swissa  
President

344 Lincoln Road  
Miami Beach, FL 33139

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the

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powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21 day of June, 1995.

  
Shimon Swissa

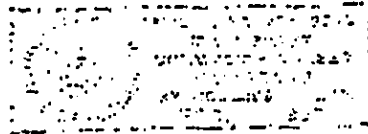
STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Shimon Swissa, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 21 day of June, 1995.

  
NOTARY PUBLIC

My Commission Expires:



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JUN-27-1995 14:41 FROM EMPIRE CORP. KIT

TO

19019224000- P.05

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
SHERRON SWISSA  
REGISTERED AGENT

(corp/neptune)

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