

P9500050994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

100001527151
-06/29/95--01046--029
*****70.00 *****70.00

100001527151
-06/29/95--01046--030
*****52.50 *****52.50

EFFECTIVE DATE

7-1-95

AWA Electronics Florida, Inc

Profit - Articles

NonProfit

Amendment

Merger

Limited Liability Company

Dissolution/Withdrawal

Mark

Foreign

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Fictitious Name

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Effective Date:
July 1, 1995

CR2E031 (1-89)

BROWN JUN 29 1995

EFFECTIVE DATE
7-1-95

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

AWA ELECTRONICS FLORIDA, INC.

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TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS SECTION 607.0401 IS: AWA ELECTRONICS FLORIDA, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: 76 HILLSIDE AVENUE, LIVINGSTON, NEW JERSEY 07039

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000 SHARES OF COMMON STOCK WITHOUT PAR VALUE.

FOURTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: NONE

FIFTH: PROVISIONS FOR THE INDEMNIFICATION OF OFFICERS AND DIRECTORS: SEE ATTACHED RIDER

SIXTH: THE EXISTENCE OF THE CORPORATION SHALL BECOME EFFECTIVE ON JULY 1, 1995.

SEVENTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 701 TYNER STREET, FORT WALTON BEACH, FLORIDA 32547, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS MARY ANN HINSON.

EIGHTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1) AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HIS SUCCESSOR IS ELECTED AND SHALL QUALIFY ARE:

Arthur Warnke
76 Hillside Avenue
Livingston, New Jersey 07039

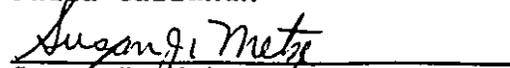
NINTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Paula Callahan	441 Vine Street Cincinnati, Ohio 45202
Susan J. Metze	441 Vine Street Cincinnati, Ohio 45202
Sharon C. Currie	441 Vine Street Cincinnati, Ohio 45202

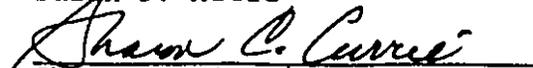
THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 26th DAY OF JUNE, 1995.



Paula Callahan



Susan J. Metze



Sharon C. Currie

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: MARY ANN HINSON IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED June 26, 1995

BY 

Mary Ann Hinson

ARTICLE 5

Indemnification of Directors, Officers and Employees

To the fullest extent permitted by, and in accordance with the provisions of, the Florida General Corporation Act, as the same exists or may hereafter be amended (the "Act"), the Corporation shall indemnify each director or officer or employee of the Corporation against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by him in connection with defending any threatened pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which he is, or is threatened to be made, a party because he is or was a director or officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director, officer or employee shall be considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the Corporation shall pay or reimburse expenses (including attorney's fees) incurred by a director or officer or employee who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article 5 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any By-Law, agreement, action of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer or employee of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify him against the same Liability under the provisions of this Article 5 or the Act.

Any repeal or modification of this Article 5 by the Board of Directors or shareholders of the Corporation shall not adversely affect any right or protection of a director or officer or employee of the Corporation under this Article 5 with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 5

Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his duties as a director, provided that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any vote for or assent to an unlawful distribution to shareholders as prohibited by law; or (iv) for any transaction from which the director derived an improper personal benefit. This Article 5 shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of his heirs, executors and administrators.

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AWA ELECTRONICS

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AWA Electronics, Inc.

718 Rising Road
Irvine, Kentucky 40336-9732
606-663-9664

October 6, 1995

Division of Corporations
P.O. Box 5327
Tallahassee, Florida 32314

Attn: Beth Register

Dear Beth,

Please be advised that we would like to request a change of mailing address from 76 Hillside Avenue, Livingston, New Jersey, 07039, to our accounting office, 718 Rising Road, Irvine, Kentucky, 40336.

The corporate secretary/treasurer for our company is Mary Ann Hinson. Thank you for taking care of this matter as promptly as possible.

Sincerely yours,

Mary Ann Hinson
Mary Ann Hinson
AWA Electronics Kentucky, Inc.
Accounting Office
Corporate Secretary/Treasurer

MAH/ct

B. REGISTER OCT 6 1995