

BARRETT & BARRETT, P.A.

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July 10, 1995

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Florida Dept. of State
Division of Corps.
Box 6327
Tallahassee, FL 32314

Re: Z.A.C. Electronics, Inc.

Dear Staff:

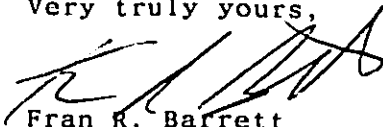
Enclosed please find the original and a copy of the Articles of Incorporation of the above referenced corporation.

Would you please file the original and return a certified copy to our office at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the fee.

If you have any questions, please feel free to contact me at anytime.

Very truly yours,


Fran R. Barrett
FRB/ms

Handwritten: 7-17-95

FILED
95 JUL 13 P. 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

FILED
95 JUL 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Z.A.C. ELECTRONICS, INC., whose principal place of business is located at 7824 N.W. 78th Avenue, Tamarac, FL 33321.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7824 N.W. 78th Avenue, Tamarac, FL 33321 and the name of the initial registered agent of this corporation at that address is Hy Zuloff.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME

Hy Zuloff

ADDRESS

7324 N.W. 78th Avenue
Tamarac, FL 33321

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Hy Zuloff

7824 N.W. 78th Avenue
Tamarac, FL 33321

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of July, 1995.

Hy Zuloff
Subscriber

Subscriber

Subscriber

Subscriber

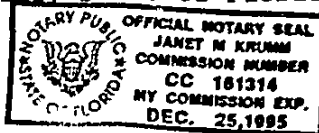
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Hy Zuloff known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of July, 1995.

Janet M. Krumm
Notary Public, State of Florida at Large

My commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT Z.A.C. ELECTRONICS, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Tamarac,
(City)

STATE OF Florida, HAS NAMED Hy Zulloff,
(State) (Name of Resident Agent)

LOCATED AT 7824 N.W. 78th Avenue, Tamarac, Florida,
(Street Address and Number of Building, Post Office Box
Addresses are not Acceptable)

CITY OF Tamarac, STATE OF FLORIDA, AS ITS AGENT TO
(City)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Hy Zulloff
(Corporate Officer)
TITLE President
DATE 7/7/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE Hy Zulloff
(Resident Agent)
DATE 7/7/95

FILED
95 JUL 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA