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July 27, 1995

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida

SENT BY OVERNIGHT MAIL

RE: Filing enclosed Articles of Incorporation

100001560891
-08/01/95--01062--014
***122.50 ***122.50

Dear New Corporations Filing Division,


Enclosed please find the Articles of Incorporation of Tropical
Microelectronics Corporation for filing.

Please return the Articles together with the registration certificate to me in
the enclosed prepaid federal express overnight envelope.

Thank you.

Very Truly Yours,


Ramon Tourgeman, Esq.

8/15/95


ARTICLES OF INCORPORATION
OF
TROPICAL MICROELECTRONICS CORPORATION

The undersigned hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is Tropical Microelectronics Corporation.

ARTICLE THREE

The mailing address of this corporation is 19877 East Country Club Drive, Suite 201, Aventura, Florida 33180.

ARTICLE FOUR

This corporation shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, and the duration of its existence shall be perpetual.

ARTICLE FIVE

This corporation is organized for the purpose(s) of conducting any business for profit that is permitted in the State of Florida.

ARTICLE SIX

The maximum number of shares of common stock with no par value which this corporation is authorized to have outstanding at any one time are one hundred (100) shares.

The amounts and descriptions of other than no par value common voting stock that this corporation is authorized to have is none.

The capital stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by the Incorporators or Directors at an appropriately held meeting.

All Stock is to be issued as fully paid and exempt from all assessments.

ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is:

Ramon Tourgoman
28 West Flagler Street, #666
Miami, Florida 33130

ARTICLE EIGHT

The number of Directors shall be a minimum of one, and the number of directors may be limited by the bylaws. The initial board of directors shall consist of:

1. Marco Gateno
19877 East Country Club Drive, Suite 201
Aventura, Florida 33180

ARTICLE NINE

The corporation shall have two officer positions of President and Vice President. The Officers shall be appointed by the Directors each year immediately after the annual meeting of the shareholders.

Marco Gateno is the initial President.

ARTICLE TEN

The name and address of the person signing these Articles is and the number of shares held by him is:

1. Marco Gateno
19877 East Country Club Drive, Suite 201
Aventura, Florida 33180

ARTICLE ELEVEN

The power to adopt, repeal, alter, or amend these Articles and the by-laws is held by the shareholders and Directors.

ARTICLE TWELVE

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

ARTICLE THIRTEEN

This corporation reserves the right to amend, or repeal these Articles.

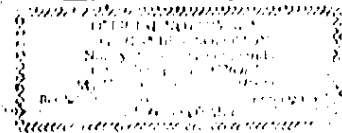
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 27 day of July 1995.

Marco Gateno
Marco Gateno

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public Officer duly authorized to take oaths and acknowledgments in the aforesaid County and State, personally appeared Marco Gateno who is known to me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal in the aforesaid State and County, this 27 day of July, 1995.



Stephen J. ...
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Ramon Tourgeman, having been named Resident Agent to accept service of process for the aforesaid corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

Ramon Tourgeman
RAMON TOURGEMAN, ESQ.
28 WEST FLAGLER STREET,
Suite 666
MIAMI, FLORIDA 33130
(305) 654-3555