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SUITE 205
WASHINGTON, D. C. 20006
(202) 881-0700

December 22, 1995

Corporate Division
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

600001671046
-12/26/95--01075--013
*****70.00 *****70.00

Re: Articles of Incorporation for
Lightsystems Technologies Corp.

Dear Sirs:

Enclosed please find one original and one photocopy of the Articles of Incorporation of a corporation to be formed; to wit: Lightsystems Technologies Corp.

Also, please find attached the designation of Registered Agent and the acceptance of that appointment as Agent.

Attached as well please find a check in the sum of \$70.00, the requisite fee for filing.

The corporation will have 5,000 shares of no par value common stock.

Kindly forward the approval as quickly as possible as the parties are ready to commence business as soon as it is received.

The said approval should be forwarded to me at the Stuart, Florida address above. Thank you for your cooperation in this matter.

Very truly yours,

David C. Galfond
David C. Galfond

DCG/ns
enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David C. Galfond
1-3-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1995

DON CANTOR
2297 S.W. HERONWOOD ROAD
PALM CITY, FL 34990-2522

The name LIGHTSYSTEMS TECHNOLOGIES CORP. has been reserved for 120 days beginning November 3, 1995. The reservation number is R95000005001 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 395A00049258

Articles of Incorporation

of

Lightsystems Technologies, Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name. The name of the corporation shall be Lightsystems Technologies Corp.

Article 2 - Duration. This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

Article 3 - Purpose. This corporation is organized for the purpose of transacting business as a manufacturer, sales and marketing organization, to buy, sell, distribute, job, be a franchise dealer or licensee, import, export and otherwise deal in lights and lighting fixtures and accessories of every kind and description and other related and unrelated products at wholesale and at retail and as principal and agent. To develop, experiment with, conduct research on, manufacture, produce, assemble, buy, rent or otherwise acquire, hold, own, operate, use, install, equip, replace, maintain, service, process, reprocess, repair, remodel, recondition, import, export, sell, lease, market, distribute, transport or otherwise dispose of and generally to deal in and with, as contractor, subcontractor, principal, agent, commission merchant, broker, factor, or any combination of the foregoing, and at wholesale or retail, or both, any and all kinds of lighting fixtures and accessories and all allied apparatus, systems, parts, supplies, tools, implements, raw materials, natural products, manufactured articles and products, and goods, wares, merchandise and tangible property of every kind, used, or capable of being used, for any purpose whatever.

To patent, manufacture, buy, sell, repair, export and import, and generally deal in lamps and all the parts thereof in which kerosene or other fluid is burned, electric lamps and fixtures and all the parts thereof, gas lamps, mantels and fixtures and all the parts thereof, candelabra, chandeliers, candle sticks and holders, lanterns of all kinds, whether oil, gas or electric, and any and all other means, appliances, devices or machines for supplying artificial light.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual, or of the United States, or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on, or from such property, and to possess and exercise in respect thereto, all rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

To apply for and receive patents, trademarks, service marks and/or copyrights pertaining to the products, services and business of the corporation.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges, granted or permitted to a corporation by the Florida Statutes, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to corporations by said statutes.

To be even more specific, this corporation shall be empowered to transact any or all lawful business for which corporations may be formed under Chapter 607, Florida Statutes, as it now may exist, or may later be amended.

Article 4 - Stock. This corporation is authorized to issue 5,000 shares of no-par value common stock, hereinafter designated as the "common shares".

Article 5 - Pre-Emptive Rights. Every shareholder, upon the sale of any stock of this corporation for cash, shall have the right to purchase his or her 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.

Article 6 - Initial Registered Office & Agent. The street address of the initial registered office of the corporation is #8 South Sewall's Point Road, Stuart, Florida 34996 and the name of the initial registered agent of the corporation at that address is David C. Galfond, Esquire.

Article 7 - Initial Board of Directors. The corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be increased or decreased by the By-Laws, from time to time; however, there shall never be less than one Director, nor more than six Directors. The names of the initial Directors, and their addresses are as follows:

Donald Cantor (Soc. Sec. No. #100-36-4156)
2297 S. E. Heronwood Road
Palm City, Florida 34990

and

Stuart G. Cantor (Soc. Sec. No. #107-342-307)
98 Birchwood Park Drive
Jericho, New York 11753

Article 8 - Incorporators. The name of the sole incorporator, and his address is as follows:

Donald Cantor
(Soc. Sec. No. 100-36-4156)
2297 S. E. Heronwood Road
Palm City, Florida 34990

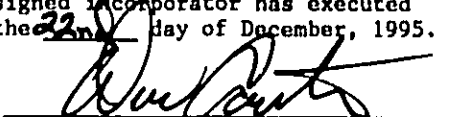
The initial, temporary, office of the corporation shall at first be at 3141 S. E. Dominica Terraco, Stuart, Florida 34997.

The "mailing address" for the corporation shall be: P. O. Box 1199, Palm City, Florida 34991-1199.

Article 9 - Indemnification. The corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article 10 - Amendments. This corporation may amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 22nd day of December, 1995.


Donald Cantor
(Incorporator)


State of Florida;
Martin County, To Wit:

Before me, David C. Galfond, a Notary Public authorized to take acknowledgments in the State and County set forth above, did personally appear Donald Cantor personally well known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he did so for the purposes intended, freely and voluntarily.

In witness whereof, I have set my hand and seal this 22nd day of December, 1995.



DAVID C. GALFOND
MY COMMISSION # 00249388 EXPIRES
January 9, 1997
BONDED THRU TROY FARM INSURANCE, INC.


David C. Galfond
Notary Public

My commission expires: January 9, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In accordance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

First, that Lightsystems Technologies Corp. desires to organize or
qualify under the laws of the State of Florida, with its initial principal
place of business at #8 South Sewall's Point Road, Stuart, Florida 34996,
and has named David C. Galfond, Esquire, of that same address as its agent
(Registered Agent) to accept service of process within the State of
Florida.

Dated this 22nd day of December, 1995.

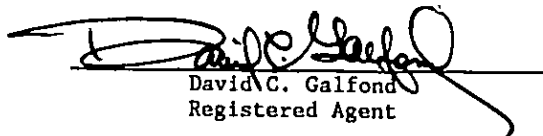


Donald Cantor
(Director)



Stuart G. Cantor
(Director)

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree
to act in this capacity, and I will further agree to comply with all the
provisions of all statutes relative to the proper performance of my duties
in that regard.



David C. Galfond
Registered Agent