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TALLAHASSEE, FL 32301
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PRESTIGE
LEGAL & FINANCIAL SERVICES

Handwritten: 16000006813

ACCOUNT NO. : 072100000032

REFERENCE : 014265 7101915

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 22, 1996

ORDER TIME : 11:40 AM

ORDER NO. : 014265

CUSTOMER NO: 7101915

CUSTOMER: Ms. Suzette Fipps
M & K TECHNOLOGY, INC.

1701 Clint Moore Road

Boca Raton, FL 33487

RECEIVED
96 JAN 22 PM 1:12
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: U.S. AND WORLD WIDE
SEMICONDUCTOR SALES, INC.

800001094910
01/22/96-01076-002
***122.50 ***122.50

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: _____

FILED
96 JAN 22 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 23 1996

ARTICLES OF INCORPORATION
OF
U.S. AND WORLD WIDE SEMICONDUCTOR SALES, INC.

FILED
96 JAN 22 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is U.S. AND WORLD WIDE SEMICONDUCTOR SALES, INC.. The street address of the principal place of business of the corporation is 600 South Federal Highway, Deerfield Beach, Florida, 33441.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One and 00/100 (\$1.00) dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stocks in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 600 South Federal Highway, Deerfield Beach, Florida 33341, and the name of the initial Registered Agent of this corporation is EUN JO LEE. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

ARTICLE VIII

The number of Directors constituting the initial Board of

Directors of the corporation is one (1) person. 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 each of the members of the initial Board of Directors who, unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EUN JO LEE	600 South Federal Highway Deerfield Beach, Florida 33341

ARTICLE IX

The name and address of each person signing these Articles as an Incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EUN JO LEE	600 South Federal Highway Deerfield Beach, Florida 33341

ARTICLE X

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

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) percent of the stock then

outstanding in the corporation, such agreement shall be binding on the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement:

1. The manner and method in which, and the persons or groups by whom, individual directors or a certain number of directors may be elected.

2. Any limitation upon the transferability or assignment of the stock.

3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.

4. Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholders' Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders' Agreements) consenting to the revocation and cancellation of the Agreements among the Stockholders.

EXECUTED by the undersigned at Boca Raton, Palm Beach

County, Florida on this 11th day of January, 1996.

Eun Jo Lee
EUN JO LEE

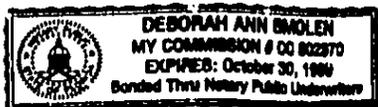
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared EUN JO LEE to me well known who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida on this 11th day of January, 1996.

Deborah A. Smolen
NOTARY PUBLIC

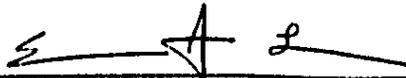
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That U.S. AND WORLD WIDE SEMICONDUCTOR SALES, INC. desiring to organize or qualify under the laws of the State of Florida, has named, EUN JO LEE as its Registered Agent to accept service of process within the State of Florida, at 600 South Federal Highway, Deerfield Beach, Florida, 33341, which address is also designated as the registered office of the corporation mentioned above.



EUN JO LEE

Dated: 1/11/96

Having been named Registered Agent to accept service of process for the above named corporation, at the place designated in this Certification, EUN JO LEE, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



EUN JO LEE

Dated: 1/11/96

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TALLAHASSEE, FLORIDA