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BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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January 19, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SPHERE ENTERPRISES, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of the above corporation for filing. We are also enclosing one duplicate original which we would appreciate your stamping and returning to us in the enclosed envelope.

We enclose a check in the amount of \$70.00 which covers the following:

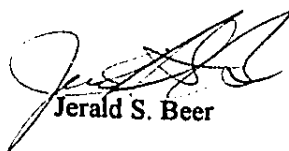
Charter Filing	\$35.00
Registered Agent Fee	<u>35.00</u>
	\$70.00

800001695198
-01/22/96--01101--009
*****70.00 *****70.00

If there are any problems which would prohibit the filing of the above Articles immediately, please call me collect at the above number.

Thank you for your cooperation in this matter.

Sincerely,


Jerald S. Beer

JSB/ka
Enclosure

ARTICLES OF INCORPORATION
OF
SPHERE ENTERPRISES, INC.

The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be SPHERE ENTERPRISES, INC., located at 4152 West Blue Heron Boulevard, Suite 118, Riviera Beach, Florida 33404.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as a trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws

of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of No Dollars and 01/100 (\$0.01) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 North Flagler Drive, 18th Floor, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is Jerald S. Beer, Esq.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified. At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

RGB Computer & Video, Inc.

4152 West Blue Heron Blvd., Suite 118
Riviera Beach, Florida 33404

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 18 day of January, 1996.

RGB COMPUTER & VIDEO, INC.

By: Robert L. Gilbert, III President
ROBERT L. GILBERT, III, as President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

JERALD S. BEER
JERALD S. BEER

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPHERE ENTERPRISES, INC., A FLORIDA CORPORATION, P96000007944

INTO

SAF T LOK CORPORATION, a Florida corporation, L07650

File date: February 13, 1996

Corporate Specialist: Nancy Hendricks