

P96000100461

ALLAN L. HOFFMAN, ESQ.
ATTORNEY AT LAW
1610 SOUTHERN BLVD.
WEST PALM BEACH, FLORIDA 33406

561-478-7066

FAX 561-478-7067

Thursday, December 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900002026139--3
-12/11/96--01064--014
*****70.00 *****70.00

Re: My File 96-42
PAR ELECTRONICS, INC.

Dear Sirs:

Enclosed please find an original and two copies of Articles of Incorporation and a Resident Agent Designation for Par Electronics, Inc., together with my check in the amount of \$70.00. Please file this, returning a copy to me. I do not need a certified copy at this time.

Sincerely,

Allan

Allan L. Hoffman

ALH:sc
Enclosure

FILED
96 DEC 11 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
12-12-96

ARTICLES OF INCORPORATION
FOR
PAR ELECTRONICS, INC.

FILED
96 DEC 11 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the Corporation is PAR ELECTRONICS, INC.

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1).

ARTICLE FIVE: The street address of the corporation's principal office, the mailing address of the corporation and the initial registered office of the corporation is 6869 Bayshore Drive, Lantana, Florida 33462, and its initial registered agent at such address is DALE R. PARFITT.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

DALE R. PARFITT, 6869 Bayshore Drive, Lantana, Florida 33462

It is anticipated that this corporation will be operated by the stockholders without a Board of Directors.

ARTICLE SEVEN: The name and address of each incorporator is:

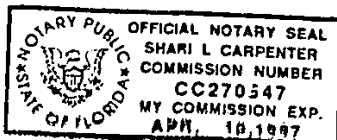
DALE R. PARFITT, 6869 Bayshore Drive, Lantana, Florida 33462

Executed by the undersigned at West Palm Beach, Florida this 5th day of December, 1996.


DALE R. PARFITT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of December, 1996, by DALE R. PARFITT, who is personally known to me and who did take an oath.




Shari L. Carpenter, Notary Public

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 STATUTE. THE FOLLOWING IS SUBMITTED.

FIRST--THAT PAR ELECTRONICS, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 6869 BAYSHORE DRIVE, LANTANA, FLORIDA 33462, HAS NAMED DALE R. PARFITT, LOCATED AT 6869 BAYSHORE DRIVE, LANTANA, FLORIDA 33462, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Dale R. Parfitt
CORPORATE OFFICER

TITLE President

DATE 12-5-96

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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Dale R. Parfitt
RESIDENT AGENT

DATE 12-5-96

FILED
96 DEC 11 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA