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THE LAW OFFICE OF
KEVIN F. JURSKINSKI, P.A.

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Kevin F. Jursinski
Florida Board Certified Real Estate Attorney
Business, Entertainment and Sports Law

Ralph T. Mobley, Attorney/CPA, of counsel
Taxes and Estate Planning

January 29, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
-02/01/96-01006-0117
***122.50 ***122.50

RE: Morgan-Francis, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation and a Certificate Designating Registered Agent for the above corporation.

We respectfully request that these articles be filed. We have enclosed our check in the amount of \$122.50 as payment for the filing fees and return of a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance in this matter.

Respectfully,

KEVIN F. JURSKINSKI

KFJ:tr

Client:tr/Secretary,Mor

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DIVISION OF CORPORATIONS
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gf 2/6/96

ARTICLES OF INCORPORATION

OF

MORGAN-FRANCIS, INC.

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DIVISION OF CORPORATIONS

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ARTICLE ONE

The name of this corporation is Morgan-Francis, Inc., and the mailing address of the corporation shall be 2222 Second Street, Fort Myers, Florida 33901.

ARTICLE TWO

The date of the commencement of corporate existence of the corporation shall be the date these Articles are filed with the Secretary of State.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The general purposes for which the corporation is organized are:

1. To engage in the business of sales of electronics equipment and components.
2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE SIX

The street address of the initial registered office of the corporation is 2222 Second Street, Fort Myers, Florida 33901, and the name of the initial registered agent is Kevin F. Jursinski.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The names and addresses of the persons who are to serve as directors of the initial Board of Directors of the Corporation until the first election or until their duly elected successor is qualified and installed is:

Kenneth A. Jursinski
7359 Whispering Oak Drive
Sylvania, OH 43560

ARTICLE EIGHT

The name and address of each incorporator is:

Kenneth A. Jursinski
7359 Whispering Oak Drive
Sylvania, OH 43560

ARTICLE NINE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


EXECUTED by the undersigned in Sylvania Ohio, this 23rd day of January, 1994


Kenneth A. Jursinski

STATE OF Ohio
SS:
COUNTY OF LUCAS

BEFORE ME personally appeared Kenneth A. Jursinski, well known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 23 day of January, 1994


NOTARY PUBLIC

My Commission Expires:

SUSAN R. CALMES
Notary Public, State of Ohio
My Commission Expires 02/11/99

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - that Morgan-Francis, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Myers, State of Florida, has named Kevin F. Jursinski of Fort Myers, Florida, as its agent to accept service of process within Florida.

MORGAN-FRANCIS, INC.


Kenneth A. Jursinski, President

Dated: 1-23-96

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.

January 29, 1996
Date


Kevin F. Jursinski