

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(904) 222-2666

Requestor's Name

Address

FILED 03/21/96
-03/21/96-01024-003
****122.50 ****122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Tektrend International Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF BANK CREDIT

3/21/96

ARTICLES OF INCORPORATION
OF
TEKTREND INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Andrew R. Hay, of legal age, for the purpose of forming a corporation under and by virtue of the Florida Business Corporations Act, and in accordance with Section 1244 of the Internal Revenue Code, and as incorporator thereof, does hereby adopt and execute in duplicate this 29th day of February, 1996, the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Tektrend International, Inc., and its existence shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized are:

Section 1. To transact or carry on any and all lawful business, trade or activity whatsoever which may be authorized by the Board of Directors and for which corporations may be incorporated under the Florida Business Corporations Act, including any amendments thereto or successor statute that may hereinafter be enacted.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 300 shares of common stock having no par value. There shall be no other class or shares of stock in this corporation.

ARTICLE IV

The owners of shares of stock of this corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

ARTICLE V

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE VI

Section 1. In furtherance of and not in limitation of powers conferred by the laws of the State of Florida, the Board of Directors of this corporation shall have the authority to make, adopt, alter, amend and abrogate bylaws not inconsistent with law or the Articles of Incorporation, subject to the power of the shareholders to change or repeal such bylaws.

Section 2. This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

Section 3. This corporation may enter into contracts and otherwise transact business as a vendor, purchaser, or otherwise, with its directors, officers and shareholders and with any corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director or officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

- A. In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests by or arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction.
- B. In the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, must be disclosed or known to the Board of Directors of this corporation at the meeting thereof at which such contract or transaction is authorized or confirmed.
- C. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the

corporation, association, firm or entity.

Section 4. Shareholders may enter into agreements among themselves regarding voting of their shares, and such agreements shall be valid and enforceable in accordance with their terms.

ARTICLE VII

The location of the principal place of business of the corporation is 317-H Rex Place, Madeira Beach, Florida 33708, and its post office address is 317-H Rex Place, Madeira Beach, Florida 33708, and the name of its initial registered agent is Claudette Hay, 317-H Rex Place, Madeira Beach, Florida 33708.

ARTICLE VIII

The number, qualifications, term of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the first director who shall manage the affairs of the corporation until the first meeting of shareholders and until his successor is elected and qualified shall be two (2) in number, and their names and post office addresses are as follows:

Claudette M.M. Hay and D. Robert Hay
317-H Rex Place, Madeira Beach, Florida 33708,

All shares of the corporation are initially to be owned of record by one (1) shareholder; namely Claudette Hay.

ARTICLE IX

At any time subsequent to the date of this agreement, the number of directors of this corporation may be increased or decreased from time to time as may be provided in the original or amended bylaws of this corporation to be hereafter adopted.

ARTICLE X

The name and post office address of the incorporator is as follows:

Andrew R. Hay
949 Market St. #560
Tacoma, WA 98402

ARTICLE XI

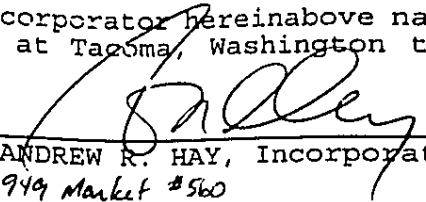
Any person who is made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of this corporation or is or was serving at the request of this corporation

as a director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action had no reason to believe his or her conduct was unlawful. In any such action or suit by or in the right of this corporation to procure a judgment against such person, no indemnification shall be made in respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court in which such suit or action was brought shall determine upon application, that, despite an adjudication of liability, he or she is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper. On request of such person who is made or is threatened to be made a party to any such suit, this corporation shall enter into an agreement confirming the foregoing indemnity subject to limitations as provided by law in such instances. The indemnification herein provided for shall continue as to a person who has ceased to be a director or officer of this corporation; shall inure to the benefit of his or her heirs, executors and administrators; and shall be in addition to rights or indemnification provided by law.

ARTICLE XII

The right, power and authority to authorize and order the issuance by this corporation of its capital stock is hereby absolutely reserved for the Board of Directors of this corporation and said Board of Directors may cause the shares of stock to be issued from time to time and for such consideration in money, property, labor or services as may be fixed and determined by said Board of Directors, without the consent of and/or without any actions by any holder of any share of capital stock of this corporation.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set hi hand in duplicate at Tacoma, Washington the day and year first above written.



ANDREW R. HAY, Incorporator
949 Market #560
Tacoma WA 98402

CONSENT TO APPOINTMENT AS REGISTERED AGENT FOR
TEKTREND INTERNATIONAL, INC.

I, CLAUDETTE HAY, a resident of Florida, hereby consent to serve as Registered Agent in the state of Florida for the above named corporation. I am familiar with my duties and responsibilities as registered agent under the Florida Business Corporations Act and accept those duties and responsibilities.

Dated: March 17, 1996

Claudette Hay
CLAUDETTE HAY

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TALLAHASSEE, FLORIDA

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