

MAR-26-96 09:00A MARTINEZ-CIDMIAMIUSA

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ENTER/SELECTION AND <CR> FLORENCE DIVISION OF CORPORATIONS
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10:11 AM

((H96000004298)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.
DEPARTMENT OF STATE 1699 CORAL WAY
STATE OF FLORIDA SUITE 510
409 EAST GAINES STREET MIAMI FL 33145- - 0
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RICARDO MARTINEZ-CID
PHONE: (305) 859-7494
FAX: (305) 858-2513

((H96000004298)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BELITRONIC S.A. OF FLORIDA CORPORATION
FAX AUDIT NUMBER: H96000004298 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/26/1996 TIME REQUESTED: 10:11:25
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076640001666

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR 26 PM 12:03
DIVISION OF CORPORATIONS

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000004298

ARTICLES OF INCORPORATION
OF
BELITRONIC S.A. OF FLORIDA CORPORATION

Article I - Name

The name of this corporation is BELITRONIC S.A. OF FLORIDA CORPORATION.

Article II - Purpose

This corporation is organized to act as a subsidiary and sales representative of television antenna equipment, and other related products manufactured by BELITRONIC S.A., a corporation organized and existing under the laws of the Kingdom of Spain, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office, and Agent

The initial principal address and registered office of this corporation is 576 N.W. 114 Avenue, Suite 104, Miami, Florida 33172. The name of the initial Registered Agent of this corporation is JOSE ANTONIO POZO LOZANO of 576 N.W. 114 Avenue, Suite 104, Miami, Florida 33172.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are JOSE ANTONIO POZO LOZANO of 576 N.W. 114 Avenue, Suite 104, Miami, Florida 33172, who shall also serve as the initial president/treasurer/secretary of the corporation.

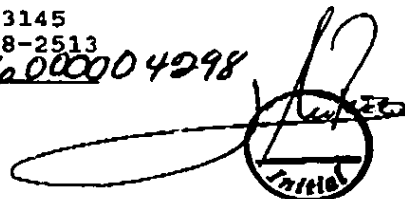
Prepared by: Ricardo Martinez-Cid

1699 Coral Way, Suite 510, Miami, Florida 33145

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000004298

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Article VII - Incorporator

The name and address of the persons signing these Articles in JOSE ANTONIO POZO LOZANO of 576 N.W. 114 Avenue, Suite 104, Miami, Florida 33172.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

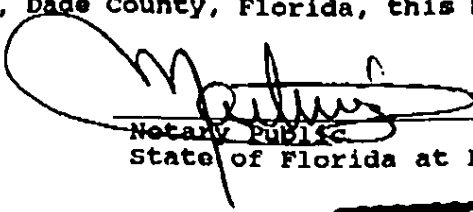
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this March 26, 1996.


JOSE ANTONIO POZO LOZANO

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared JOSE ANTONIO POZO LOZANO, is personally known to me or provided his Florida driver's license as identification, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this March 26, 1996.


Notary Public
State of Florida at Large



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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That BELITRONIC S.A. OF FLORIDA CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named JOSE ANTONIO POZO LOZANO, located at 576 N.W. 114 Avenue, Suite 104, Miami, Florida 33172, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
BELITRONIC S.A. OF FLORIDA CORPORATION
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 26, 1996.


JOSE ANTONIO POZO LOZANO
Registered Agent

FILED
96 MAR 26 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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