

**P16000029242**

**David T. Seif, Esquire**  
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March 27, 1996

Secretary of State  
DIVISION OF CORPORATIONS  
P. O. Box 6327  
Tallahassee, Florida 32314

RECORDED 751742  
00320296--01108--005  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation  
MARLIN ELECTRONICS, INC.

Dear Sir:

Enclosed please find two (2) original Articles of Incorporation for MARLIN ELECTRONICS, Inc., a new Florida corporation. I have also enclosed our check in the amount of \$122.50 to cover the filing fee and the return of a certified copy of the Articles. We are also enclosing a return Federal Express envelope for returning these Articles to us as soon as possible.

Thank you for your assistance and cooperation in this matter.

Very truly yours,  
*David T. Seif*  
DAVID T. SEIF

DTS/sk  
Enclosures

4-4-96  
ID  
FILED  
96 MAR 28 AM 7:54  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MARLIN ELECTRONICS, INC.

FILED  
MAR 23 AM 7:54  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is MARLIN ELECTRONICS, INC.  
The address of the principal office and the mailing address of this corporation is 6278 North Federal Highway, Suite 609, Ft. Lauderdale, Florida 33308

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>NAME</u>	<u>ADDRESS</u>
David T. Self, Esq.	3440 Hollywood Boulevard Suite 120 Hollywood, Florida 33021

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
FRANK RUSSO, JR. President, Vice-President, Secretary/Treasurer	6278 North Federal Highway Suite 609 Ft. Lauderdale, FL 33308

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
FRANK RUSSO, JR.	6278 North Federal Highway Suite 609 Ft. Lauderdale, FL 33308

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of

this corporation.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of March, 1996.

  
FRANK RUSSO, JR.

STATE OF FLORIDA        )  
                                  ) SS.  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared FRANK RUSSO, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation as Incorporator thereof, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and county aforesaid, this 27 day of March, 1996.

*Bandra T. Knapp*  
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



BANDRA T. KNAPP  
MY COMMISSION # CC382328 EXPIRES  
MARCH 22, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I HEREBY ACCEPT the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

*David T. Sitt*  
DAVID T. SITT, ESQUIRE  
Registered Agent

FILED  
96 MAR 28 AM 7:54  
TALLAHASSEE, FLORIDA