ACCOUNTING OF AC

Robert H. Cohen

Courtyard Business Contor 10198 N.W. 47th Street Sunrise, FL 33351 PHONE: (954) 748-9993 FAX: (954) 748-9994

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ARTICLES OF INCORPORATION

OF

CD ELECTRONICS, INC.

The undersigned, for the purposes of foregoing a corporation of under the Florida General Corporation Act, do hereby adoptor the following articles of incorporation.

ARTICLE I Corporate Name and Address

The name of the corporation is CD Electronics, Inc. located at 21346 Standard BLUO SUITE 130 BOCA RATUM, FL 33433.

ARTICLE II

Term of Existence

The duration of the corporation is perpetual, to be commenced with the filing of these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III Nature of Corporate Business

The general purpose for which the corporation is organized is 1. to engage in a sales & service company and to do that which is incidenttal to the foregoing, or necessary, or desireable in order to accomplish the foregoing; and 2. to transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV Authorized Shares

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

ARTICLE V Initial Agent

The address of the initial registered office Sunce (30 600 A RATON), FL 33433
names Richard Marmer as the registered agent.

21346 St. ANDREWS BUD

ARTICLE VI Initial Board of Directors

The number of directors constituting the inital board of directors is one (1).

The name and address of each person who is to serve as a member of the initial board is:

NAME

ADDRESS

Richard Maru r

21346 St ANDROWS BUDD SUITE 130 BOCA RAYON, FL 33437

ARTICLE VII Incorporators

The name and address of each incorporator is:

NAME

ADDRESS

Richard Marmer

Same

Executed on $\frac{4/29}{}$, 1996 by:

Richard Marmer

STATE OF FLORIDA COUNTY OF BROWARD

I hereby certify that on this 29 day of April, 1996, before me personally appeared Richard Marmer director of CD Electronics, Inc.

under the laws of the State of Florida, to me known to be the person described in and who executed the foregoing instrument and severally acknowledge the execution thereof to be their free act and deed as such directors., for the uses and purposes therein mentioned; and the said instrument is the act and deed of said corporation.

Witness my signature and official seal on 4/29 ,1996, in the county of Broward and the state of Florida.

Notary Public State of Florida R HE H H H

ROBERT H. COHEN My Comm Exp. 5/05/98 Bended By Service Ins No. CC360893

[] Personly Known [] Ofter LD.

My Commission expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

In pursuance to chapter 48.901, Florida statues, the following is submitted in compliance with said act: First---, CD ELECTRONICS, INC.

desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the articles of incorporation, at the city of bear face. has named Richard Marmer to accept service of process in the State Florida.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

By: Agent-Richard Marmer

FILED 96 MAY 14 AH 8: 09 SECRETARY OF STATE TALLAHASSEE, FLORIDA