

MAY-22-1996 12:56 EMPIRE CORPORATE KIT
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PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS
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FAX: (305) 641-3770

(((H96000007232)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: R & T ELECTRONICS, CORP.
FAX AUDIT NUMBER: H96000007232
DATE REQUESTED: 05/22/1996
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DIVISION OF CORPORATIONS

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Prepared By:
B & L Business
ELYANE Bechtlinger
141 NE 3rd Ave #206
Miami, FL 33132
305-373-6211



ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

R & T ELECTRONICS, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

141 N.E. 3rd AVE
SUITE NO. 306
MIAMI, FL. 33132

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

141 N.E. 3rd AVE
SUITE NO. 306
MIAMI, FL. 33132

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ROGERIO POCAS TRAVASSOS

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

ROGERIO POCAS TRAVASSOS
PRESIDENT / DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

ROGERIO POCAS TRAVASSOS
10431 SW 88th STREET
#D 207
MIAMI, FL. 33176

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 15th DAY OF MAY OF 1996.


Incorporator

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B & I

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

WITNESSETH:

THAT R & T ELECTRONICS, CORP. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
ROGERIO POCAS TRAVASSOS

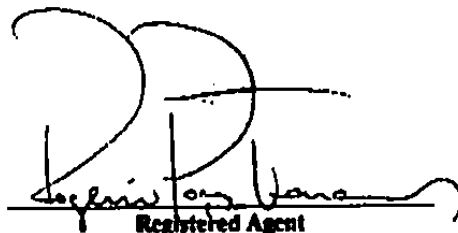
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
ROGERIO POCAS TRAVASSOS

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 PROVISION OF THE FLORIDA STATUTES, THIS:

15th DAY OF MAY, 1996.


Registered Agent

B & L

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

ROGERIO POCAS TRAVASSOS .

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

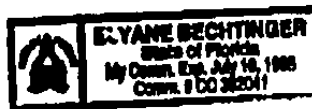
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 15th DAY OF MAY

, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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