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FORT MYERS, FL 33902

July 31, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

56 AUG -5 AM 11:15
FILED
TELEPHONE
H2411
2-1080
200001919152
-08/05/96--01062--005
***122.50 ***122.50

Re: Pondella Tools, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-entitled corporation.

In addition, you will find my check in the amount of \$122.50 as payment of filing fees, charter tax, agent designation, and certified charter.

If the enclosed meets with your approval, it will be greatly appreciated if you could grant the charter and return to me a certified copy of the same.

Should you have any questions concerning this matter please do not hesitate to contact me.

Sincerely,

James L. Sayer
James L. Sayer

JLS/djs
Enclosures

NC 8-6-96

**ARTICLES OF INCORPORATION
OF
PONDELLA TOOLS, INC.**

FILED
96 AUG -5 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: PONDELLA TOOLS, INC. The principal office and mailing address is: 11560 Bentwood Court, North Fort Myers, Florida 33917.

ARTICLE II: DURATION

The term of existence of the corporation is perpetual.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is for the refurbishing of surplus telephone equipment for both wholesale and retail resale.

The corporation may transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The aggregate number of share of stock which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with a par value of \$1.00.

ARTICLE VI: TERM OF EXISTENCE

The corporation shall commence business as soon as the Secretary of State of the State of Florida approves and issues the Charter and shall continue perpetually thereafter unless sooner dissolved by law.

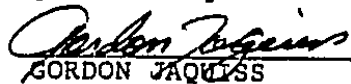
ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation in the State of Florida is: 11560 Bentwood Court, North Fort Myers, Florida 33917.

ARTICLE VII: INITIAL REGISTERED AGENT

The initial registered agent of this corporation is GORDON JAQUISS:

I, GORDON JAQUISS, hereby accept the designation of registered agent of the above-named corporation


GORDON JAQUISS

11560 Bentwood Court
North Fort Myers, Florida 33917

FILED
96 AUG -5 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII: DIRECTORS

This corporation shall have one (1) directors initially. The number may be increased from time to time by Bylaws adopted by the stockholders. Directors need not be residence of the State of Florida.

ARTICLE IX: INITIAL DIRECTORS

The names and post office addresses of the initial Directors are as follows

GORDON JAQUISS: 11560 Bentwood Ct., North Fort Myers, FL 33917

ARTICLE X: INCORPORATORS

The names and post office addresses of each subscriber to these Articles of Incorporation are as follows:

GORDON JAQUISS: 11560 Bentwood Ct., North Fort Myers, FL 33917

ARTICLE XI: PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized or for whatever consideration it is contemplated to be received by the corporation including but not limited to cash, other properties, services, the acquisition of other corporation shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to any issuance of shares and to the reissuance of all redeemed or otherwise acquired shares including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted except with the unanimous vote of the shareholders of each affected class.

No issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. The preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XII: AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon unless all Directors and all stockholders sign a written agreement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 31st day of July, 1996 at Fort Myers, Lee County, Florida.

Gordon Jaquiss
GORDON JAQUISS

FILED
96 AUG -5 / 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared GORDON JAQUISS, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. The said GORDON JAQUISS is personally known to me and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 31st day of July, 1996.

James L. Sayer
NOTARY PUBLIC - STATE OF FLORIDA

