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PATRICK H. NEALE

ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE
48 TEMPLEWOOD COURT
MARCO ISLAND, FL 33937

August 8, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

SUBJECT: Key Electronics, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50. Please return the filed copy of the Articles to this office.

I appreciate your cooperation and attention to this matter. If you have any questions, please do not hesitate to call.

Sincerely,



Patrick H. Neale, Esq.

PHN/ps

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56 AUG 12 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH
8/14/96

ARTICLES OF INCORPORATION
OF

Key Electronics, Inc.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation, STATE OF FLORIDA

ARTICLE 1.

The name of the corporation shall be Key Electronics, Inc..

ARTICLE 2.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 3,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE 4.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 5.

The corporation elects to have preemptive rights.

ARTICLE 6.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a

fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE 8.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 9.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows: Robert Ian Clausen, 601 Elkcam Circle East, Marco Island, FL 34145 and Wolf Renner, 601 Elkcam Circle East, Marco Island, FL 34145.

ARTICLE 10.

The initial registered agent of the corporation is Patrick H. Neale. The street address of the corporation's initial registered office is 48 Templewood Ct., Marco Island, FL 34145.

ARTICLE 11.

The principal place of business and mailing address of this corporation shall be 601 Elkcam Circle East, Marco Island, FL 34145

ARTICLE 12.

The name and address of the incorporator to these Articles of Incorporation is Robert Ian Clausen, 601 Elkcam Circle East, Marco Island, FL 34145.

The undersigned Incorporator has executed these Articles of Incorporation this _____
day of August, 1996.



Robert Ian Clausen

CONSENT TO SERVE AS REGISTERED AGENT
FOR

Key Electronics, Inc.

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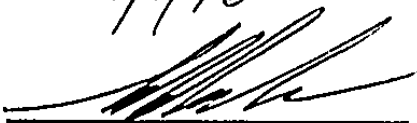
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

8/8/96



Patrick H. Neale, Esq.
Attorney at Law
FBN: 258253