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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAGNA ADVANCED TECHNOLOGY, INC.
AUDIT NUMBER.....H96000014166
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 7
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

EMPIRE

SUBJECT: MAGNA ADVANCED TECHNOLOGY, INC.
REF: W96000021312

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

PREPARER'S INFORMATION NEEDS TO BE ENLARGED FOR MICROFILMING.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: W96000014166
Letter Number: 096A00045986

ARTICLES OF INCORPORATION

H 96000014166

OF

MAGNA ADVANCED TECHNOLOGY, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby associates to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **MAGNA ADVANCED TECHNOLOGY, INC.**

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the State of Florida. The general nature of business to be transacted by this corporation is:

1. To engage in the business of importing and exporting, manufacturing, and reproducing goods of every kind, type, and description including but not limited to medical, diagnostic, clinical and general buyer technology, articles and goods; to purchase and sell such goods as a wholesaler, retailer, distributor, or otherwise and to act as an agent or broker in the sale and purchase of goods of every kind, type, and description; to do all things as are necessary to the accomplishment of the purposes set forth herein.

2. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

3. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

4. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure

WITNESSED BY:
Norman Leopold, Requires
Leopold & Leopold, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Florida Bar No. 162308

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ARTICLES OF INCORPORATION

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any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

5. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without this state.

6. This corporation shall have all of the powers specified in Chapter 607 of the Florida Statutes except those which are in conflict with the provisions of these Articles.

ARTICLE III **CAPITAL STOCK**

The aggregate number of shares of capital stock which the corporation has authority to issue is 5,000,000 shares, all of which shall be common stock with a par value of \$.01 per share.

ARTICLE IV **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than \$250.00.

ARTICLE V **ADDRESS**

The post office address of the principal office of this corporation shall be 7200 N.W. 7th Street, Miami, Florida 33126 or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be Suite 501, 20801 Biscayne Blvd., Aventura, Florida 33180, or at such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be Norman Leopold, whose business address is and will be identical with the registered office of the corporation.

ARTICLE VI **NUMBER OF DIRECTORS**

This corporation shall have not less than four (4) directors initially. The number of directors may increase or decrease from time to time by Bylaws adopted by the shareholders but shall never be less than one.

ARTICLE VII **SUBSCRIBERS**

The name and post office address of the subscriber to these Articles of Incorporation are as follows:

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NAME**ADDRESS****H96000014166**

Norman Leopold

20801 Biscayne Boulevard
Suite 501
Aventura, FL 33180**ARTICLE VIII**
BOARD OF DIRECTORS

The names and post office addresses of the initial members of the first Board of Directors are as follows:

NAME**ADDRESS**

Louis O. Gonzales

815 N. Red Road
Suite 400
Miami, FL 33126

Iris J. Gonzalez

7200 N.W. 7th Street
Miami, FL 33126

Lisette Gonzalez Munoz

7200 N.W. 7th Street
Miami, FL 33126

Andres Ramos

7200 N.W. 7th Street
Miami, FL 33126**ARTICLE IX**
CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purposes of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE X
PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of

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the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XI
RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed hereinabove may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which those shares may be offered and sold may be further specified by written agreement among all of the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII
SPECIAL PROVISION

Any action taken by the directors of this corporation, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice and call of such meeting in writing and providing a majority of the directors shall have approved the action taken at such meeting.

Any action by the shareholders of this corporation which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice shall have been given to all shareholders as required by law or the Bylaws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice and call of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act by the Board of Directors to be approved by less than a majority of the directors, or whenever a greater vote is required by law or by the Bylaws, by less than that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the shareholders, or whenever a greater vote is required by law or by the Bylaws, by less than that vote.

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**ARTICLE XIII
FURTHER POWERS**

This corporation shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of shareholders, and no shareholder shall have any right to inspect any account, book or document of this corporation, except as conferred by statute, unless authorized by resolution of the shareholders or by the Board of Directors.

The corporation may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE XIV
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Aventura, Florida, on this 20 day of October, 1996.

Norman Leopold
Norman Leopold

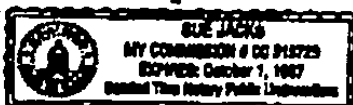
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20 day of October, 1996, by NORMAN LEOPOLD, who is personally known to me or who produced _____ as identification.

Sue Jacks
Notary Public, State of Florida

Sue Jacks
Print name of notary public

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITH THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §607.34, Florida Statutes, the following is submitted:

That MAGMA ADVANCED TECHNOLOGY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Norman Leopold, whose street address is located at Suite 501, 20801 Biscayne Blvd., Aventura, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Norman Leopold,
Registered Agent

Date: 10/8/96

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((H96000014432 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAGNA ADVANCED TECHNOLOGY, INC.
AUDIT NUMBER.....H96000014432
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
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October 11, 1996

MAGNA ADVANCED TECHNOLOGY, INC.
7500 N.W. 7TH STREET
MIAMI, FL 33126

SUBJECT: MAGNA ADVANCED TECHNOLOGY, INC.
REF: 196000003216

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H96000014353
Letter Number: 796A00046434

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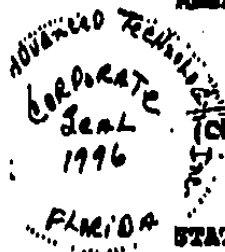
ARTICLES OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS: The undersigned, as Directors of MAGNA ADVANCED TECHNOLOGY, INC., a Florida corporation, do hereby certify that the following amendment to the Articles of Incorporation was approved by a majority vote of the shareholders and by a majority vote of the directors of said corporation on the 10th day of October, 1996, and that the number of votes cast for the amendment by the shareholders and directors respectively was sufficient for approval by such voting group:

"AMENDMENT"

The name of this corporation is hereby changed from MAGNA ADVANCED TECHNOLOGY, INC. to MAGNA ADVANCED TECHNOLOGIES, INC."

IN WITNESS WHEREOF, the undersigned, as Directors, have caused the seal of said corporation to be affixed to these Articles of Amendment, at Miami, Florida, on this 10th day of October, 1996.



(CORPORATE SEAL)

Lissette Gonzalez Nunes
LISSETTE GONZALEZ NUNES, Director /
Vice President/Treasurer

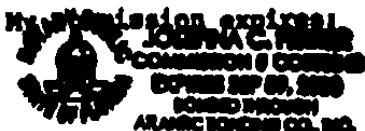
Andres Ramos
ANDRES RAMOS, Director/Vice
President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th day of October, 1996, by LISSETTE GONZALEZ NUNES and ANDRES RAMOS, as Directors respectively of MAGNA ADVANCED TECHNOLOGY, INC., a Florida corporation, on behalf of the corporation, who are personally known to me or produced as identification.

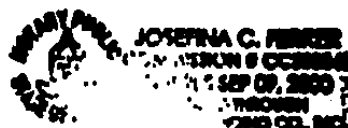
Josefina C. Ferrer
Notary Public, State of Florida

JOSEFINA C. FERRER
Print name of notary public



THIS INSTRUMENT PREPARED BY:

Norman Leopold, Esquire
LEOPOLD & LEOPOLD, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Telephone: (305) 935-3500
Florida Bar No.: 163308



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TALLAHASSEE, FLORIDA

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**SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS
of
MAGNA ADVANCED TECHNOLOGY, INC.**

The special meeting of the stockholders and directors of MAGNA ADVANCED TECHNOLOGY, INC., was held on the 10th day of October, 1996.

Present were the following:

Lisette Gonzalez Munoz
Andres Ramos

The secretary then presented a written call and waiver of the time and place of the meeting, and the same was ordered filed and spread at length upon the minutes.

The president then indicated that it was in the best interests of the corporation to change its name. Following discussion and upon motion duly made, seconded and unanimously carried, it was


RESOLVED that the name of the corporation be changed from MAGNA ADVANCED TECHNOLOGY, INC., to MAGNA ADVANCED TECHNOLOGIES, INC.

FURTHER RESOLVED that the president and secretary of the corporation be and they are hereby authorized and directed to execute and file a certificate of change of name with the Secretary of State of Florida, pursuant to the statute applicable in such cases.

The president then stated that in view of the change of name, a new corporate seal would be required and new stock certificates would have to be issued. Upon motion duly made, seconded and unanimously passed, it was

RESOLVED that the secretary of the corporation be and he is hereby authorized and directed to purchase the new corporate seal and to issue new shares of stock to the existing shareholder(s) of the corporation, according to his or her interest therein and subject to the same restrictions, if any.

THERE BEING NO FURTHER business to come before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.


Andres Ramos, Director/Vice
President


Lisette Gonzalez Munoz, Director/
Vice President/Treasurer

(CORPORATE SEAL)

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TALLAHASSEE, FLORIDA

