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ARIE MREJEN A

10/10/96
11:39 AM

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: ARIE MREJEN, P.A.
072100000432

ACCT#:

CONTACT: ARIE MREJEN
PHONE: (954)747-9780
(954)771-3047

FAX #:

NAME: SATELLITE ELECTRONICS, INC.
AUDIT NUMBER.....H96000014283
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
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TALLAHASSEE, FLORIDA

796-46236
10/10/96

HS6000014283

**ARTICLES OF INCORPORATION
OF
SATELLITE ELECTRONICS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is : **SATELLITE ELECTRONICS, INC.**

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is
c/o P.O. Box 5082, Fort Lauderdale, Florida 33310

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is ONE THOUSAND (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

THIS INSTRUMENT PREPARED BY:
ARIE MREJEN, ESQ.
701 W. CYPRESS CREEK RD., SUITE 302
FORT LAUDERDALE, FLORIDA 33309
TEL: (954)771-3740
FAX: (954) 771-3047
FLORIDA BAR NO. 907219

HS6000014283

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ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is ARIE MREJEN, P.A., 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is one(1). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

ALAIN ARMAS

c/o P.O. BOX 5082
FORT LAUDERDALE, FL 33310

ARTICLE IX: INCORPORATOR

The name of the incorporator is Arie Mrejen, P.A., 701 West Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309

HD6000014283

ARTICLE X: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10TH day of October, 1996.


Arie Mrejen, P.A.
By: Arie Mrejen, Esq.
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is **SATELLITE ELECTRONICS, INC.**
2. The name and address of the registered agent is **ARIE MREJEN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.**

HAVING BEEN NAMED REGISTERED AGENT 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 TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.


BY: **ARIE MREJEN, P.A.**
REGISTERED AGENT

October 10, 1996

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ARI MREJEN PA

PAGE 1

10/16/96
11:23 AM

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: ARIE MREJEN, P.A.
072100000432

ACCT#:

CONTACT: ARIE MREJEN
PHONE: (954)747-9780
(954)771-3047

FAX #:

NAME: SATELLITE ELECTRONICS, INC.

AUDIT NUMBER.....H96000014542

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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10/17/96
Arie Arwas is the sole
director

00580, 00534, 00547 0067

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W96-21992

Corporation
Linda

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TALLAHASSEE, FLORIDA

14-822-3708

10/16/96 13:12 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 16, 1996

SATELLITE ELECTRONICS, INC.
P.O. BOX 5082
FORT LAUDERDALE, FL 33310

SUBJECT: SATELLITE ELECTRONICS, INC.
REF: F96000083755

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

The preparer's statement is not legible.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000014542
Letter Number: 596A00047470

October 16, 1996

SATELLITE ELECTRONICS, INC.
P.O. BOX 5082
FORT LAUDERDALE, FL 33310

SUBJECT: SATELLITE ELECTRONICS, INC.
REF: P96000083755

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

Please accept our apology for failing to mention this in our previous letter.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000014542
Letter Number: 396A00047508

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SATELLITE ELECTRONICS, INC..


Pursuant to the provisions of Section 607.1006, Florida Statutes, the corporation adopts the following articles of amendment to its articles of incorporation of **SATELLITE ELECTRONICS, INC.**, Document #P96000083755, a Florida corporation, by unanimous consent of the shareholders of the corporation and the Board of Directors of the corporation.

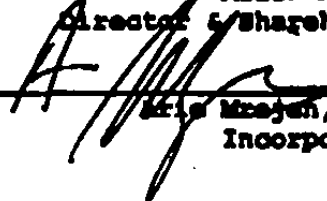
1. Article I is hereby amended to read as follows:

Article I - Name: The name of the corporation shall be **SPECTRUM ELECTRONICS, INC.**

2. The forgoing amendment to the articles of incorporation was duly adopted by the board of directors and by the shareholders of the corporation on 10/15/96, 1996.

In witness whereof, the undersigned directors and shareholders of this corporation have executed these articles of amendment on this 15th day of OCTOBER, 1996.


Alain Arvas,
Director & Shareholder


Arie Mrejen, P.A.
Incorporator

Articles of Amendment
18-Oct-96

THIS INSTRUMENT PREPARED BY:

ARIE MREJEN, P.A.

701 W. CYPRESS CREEK RD., SUITE 302

FORT LAUDERDALE, FL 33309

TEL: 954-771-3740

FAX : 954-771-3047

FLORIDA BAR No. 907219

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