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R. STEPHEN OTTEWELL, P.A.  
ATTORNEY AT LAW

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October 21, 1996

Reply: Boca Raton Office

Department of State  
Qualification/Registration Sec.  
Division of Corporations  
409 E. Gains St.  
Tallahassee, Florida 32399

TO: Qualification Section, Division of Corporations

SUBJECT: Articles of Incorporation and Designation of Acceptance of  
Registered Agent of **AMERICAN COMPONENT XCHANGE  
CORPORATION.**

Dear Sir/Madam:

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-10/22/96--01178--015  
\*\*\*122.50 \*\*\*122.50

Enclosed are the original and one copy of the articles of incorporation for the  
above-named proposed Florida corporation. Also enclosed is a check in the  
amount of \$ 122.50 for the filing fee, designation of registered agent and a certified  
copy.

Please return all correspondence concerning this matter to me at:

R. Stephen Ottewell  
R. Stephen Ottewell, P.A.  
6100 Glades Road, Suite 204  
Town Executive Center  
Boca Raton, Florida 33434

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96 OCT 22 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you have any questions, please feel free to contact me

Thank you for your assistance in this matter.

Sincerely,

  
R. Stephen Ottewell

Enclosure(s)

cc: Client

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN COMPONENT XCHANGE CORPORATION

The undersigned, acting as incorporator of this corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is AMERICAN COMPONENT XCHANGE CORPORATION

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1933 West Copans Road, Pompano Beach, Florida 33064 .

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value per share.

The common shares shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation, unless otherwise prohibited by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance provided such shares are subject to calls thereon by the

Corporation until such time as the whole consideration therefor shall have been paid.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are R. Stephen Ottewell, 6100 Glades Road, Suite 204, Town Executive Center, Boca Raton, Florida 33434.

**ARTICLE V. INCORPORATORS.**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are Joseph Roselli, 1933 West Copans Road, Pompano Beach, Florida 33064.

**ARTICLE VI. DURATION.**

The corporation shall have a perpetual existence.

**ARTICLE VII. PURPOSE.**

This corporation is organized for the following purposes: for any lawful business under the Florida law, including the buying and selling of electronic components and to engage in any other business lawful under the laws of the United States and the State of Florida.

**ARTICLE VIII. INFORMAL ACTION OF THE DIRECTORS.**

If all of the directors consent in writing to any action taken or to be taken by the

corporation, and evidence of their consent is filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE IX. INFORMAL ACTION OF THE SHAREHOLDERS.**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

#### **ARTICLE X. BOARD OF DIRECTORS.**

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the director(s) of this corporation are:

Joseph Roselli  
1933 West Copans Road  
Pompano Beach, Florida 33064

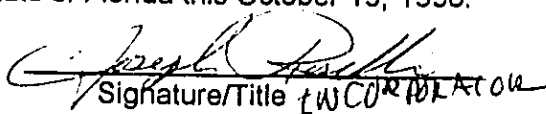
#### **ARTICLE XI. OFFICERS.**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officer(s) as may be provided by the bylaws together with the duties and obligations thereof.

The names and addresses of the person(s) who are to serve until their successors are elected and have qualified pursuant to the bylaws of the Corporation are as follows:

Joseph Roselli  
1933 West Copans Road  
Pompano Beach, Florida 33064

IN WITNESS WHEREOF, the undersigned (has)(have) executed these articles of incorporation on in the State of Florida this October 19, 1996.

  
Signature/Title INCORPORATOR

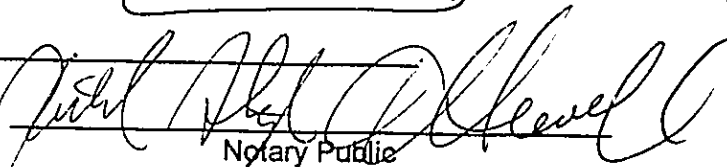
\_\_\_\_\_  
Signature/Title

STATE OF FLORIDA                    )  
  ss  
COUNTY OF PALM BEACH        )

Before me, the undersigned authority, personally appeared R. Stephen Ottewell, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set me hand and seal at Boca Raton in the said County and State this October 19, 1996.

R. Stephen Ottewell is personally known to me / produced the following identification: \_\_\_\_\_

  
Notary Public

My Commission expires:



"OFFICIAL SEAL"  
Richard Stephen Ottewell  
My Commission Expires 6/20/98  
Commission #CC 385080

**Designation and Acceptance of Registered Agent**

Pursuant to the provisions of FS § 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **AMERICAN COMPONENTS XCHANGE CORPORATION.**
2. The name of the registered agent is **R. STEPHEN OTTEWELL, ESQUIRE.**
3. The address of the registered agent /registered office is 6100 Glades Road, Suite 204, Town Executive Center, Boca Raton, Florida 33434.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above 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 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.

  
R. STEPHEN OTTEWELL, Resident Agent

Date:

10-21-96

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96 OCT 22 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA