

## LAW OFFICES OF JAMES M. MILLER

James M. Miller

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120 International Parkway  
Suite 220  
Heathrow, Florida 32746

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Subject: R F Technics, Inc.

Dear Sir/Madame:

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

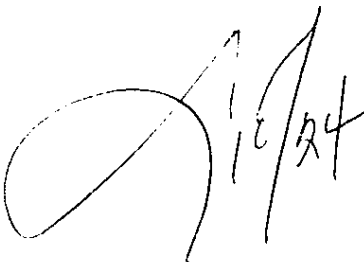
Please provide me a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. It represents payment for:

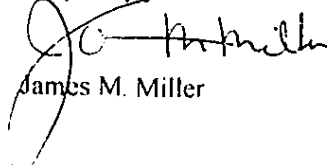
Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 52.50
Certificate of Status	\$ 8.75

TOTAL: \$131.25

If there is any problem, please let me know immediately.



Very truly yours,

  
James M. Miller

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TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
R F TECHINICS, Inc.

The undersigned incorporator for the purposes of forming a for-profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
Name and Duration

The name of this Corporation is R F Technics, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II  
Principal Office

The principal address of the corporation is 126 Countryside Drive, Longwood, Florida 32779

ARTICLE III  
Registered Office and Agent

The address of the registered office in the State of Florida is 126 Countryside Drive, Longwood, Florida 32779, County of Seminole. The name of the registered agent at such address is Lester Cyphers.

ARTICLE IV  
Corporate Purposes, Powers and Rights

The general purpose for which this Corporation is organized shall be:

1. Radio frequency bar code scanners sales and systems.

Prepared By: James M. Miller, Esq.  
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120 International Parkway, Suite 220  
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Fl. Bar No. 0405220

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V**  
**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1000) shares of Common Stock ("Common Stock"), \$1.00 par value per share.

**ARTICLE VI**  
**Incorporator**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Lester Cyphers	126 Countryside Drive Longwood, FL. 32779

**ARTICLE VII**  
**Board of Directors**

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Lester Cyphers	126 Countryside Drive Longwood, Florida 32779
Marianna Cyphers	126 Countryside Drive Longwood, Florida 32779

**ARTICLE VIII**  
**Officers**

1. The number of officers may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each officer shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Officers during a term, the remaining officers, by affirmative vote of a majority thereof, may elect an officer to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as officers of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President and CEO	Lester Cyphers	126 Countryside Drive Longwood, Florida 32779
Secretary	Marianna Cyphers	126 Countryside Drive Longwood, Florida 32779
Treasurer and CFO	Marianna Cyphers	126 Countryside Drive Longwood, Florida 32779

**ARTICLE IX**  
**Amendment**

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 IX**  
**Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal and bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X**  
**Indemnification**

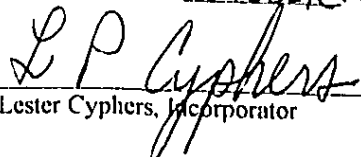
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Heathrow, Seminole County, Florida, this 17 day of OCTOBER, 1996.

  
\_\_\_\_\_  
Lester Cyphers, Incorporator

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of F.S. 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:

R F Technics, Inc.

2. The name of the registered agent is:

Lester Cyphers

3. The address of the registered agent/registered office is :

Lester Cyphers  
126 Countryside Drive  
Longwood, Florida 32779

**ACKNOWLEDGMENT**

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

  
Lester Cyphers

DATED: 10/17, 1996

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA