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Law Offices of  
LAWRENCE D. SCHOTT, P.A.

S.A.S. Building  
7112 Northwest 50th Street  
Second Floor  
Miami, Florida 33166

Dade: (305) 593-9550  
Broward: (954) 760-7060  
Facsimile: (305) 592-5647

FILED  
96 NOV -6 PM 1:22  
TALLAHASSEE, FLORIDA

October 28, 1996

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

000001997700--B  
-11/06/96--01046--011  
\*\*\*\*122.50 \*\*\*\*122.50

RE: OUR CLIENT: HI-POWER, U.S.A., INC.  
OUR FILE NO.: 96-SAS-544

To whom it may concern:

Enclosed is an original and one (1) copy of the articles of incorporation and our firm check in the amount of \$122.50; which includes a \$35.00 filing fee, a \$35.00 fee for Designation of Registered Agent, plus a charge of \$52.50 for a certified copy, in the above matter. We are additionally taking the liberty of enclosing a stamped and self-addressed envelope for your use in returning the documents to our firm.

Should you have any questions or comments with regard to the foregoing, or need for us to provide you with any additional information, please do not hesitate to advise.

Very truly yours,



Lawrence D. Schott

LDS/gm  
Encl.  
b:depst1.doc

EX-100 NOV 3 1996

**ARTICLES OF INCORPORATION  
OF:**

**HI-POWER, U.S.A., INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is:  
  
**Hi-Power, U.S.A., Inc.**
2. The purpose for which the corporation is organized is to engage generally in sales of electronic items and hardware and to do all things necessary to carry out its business and affairs.
3. The principal place of business and mailing address is:  
  
**3015 N.W. 79th Street  
#E7  
Miami, Florida 33147**
4. The corporation shall have the authority to issue 50 shares of common stock at no par value.
5. The registered agent of the corporation is:  
  
**Lawrence D. Schott, Esq.  
Law Offices of Lawrence D. Schott, P.A.  
7112 Northwest 50th Street  
Second Floor  
Miami, Florida 33166**
6. The initial board of directors shall have two (2) members whose names and addresses are as follows:
  1. **Momy Avitan, President  
3015 N.W. 79th Street  
#E7  
Miami, Florida 33147**
  2. **Shmuel Kliger, Secretary/Treasurer  
7112 N.W. 50th Street  
Miami, Florida 33166**

The number of directors may be lowered by amendment of the by-laws of the corporation, but in no instance shall be less than one (1).

7. The incorporators of the corporation are:

1. Momy Avitan  
3015 N.W. 79th Street  
#E7  
Miami, Florida 33147
2. Shmuel Kliger  
7112 N.W. 50th Street  
Miami, Florida 33166

The undersigned incorporators have executed these Articles of Incorporation this 30<sup>th</sup> day of OCTOBER, 1996.

Incorporator

Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

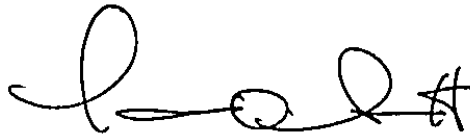
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Hi-Power, U.S.A., Inc.
2. The name and address of the registered agent and office is:

Lawrence D. Schott, P.A., Esq.  
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7112 N.W. 50th Street  
Second Floor  
Miami, Florida 33166

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TALLAHASSEE, FLORIDA

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 AM FAMILIAR WITH AN ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
SIGNATURE

10/28/96  
\_\_\_\_\_  
DATE