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From the Office of
Stephen M. Goodman
General Counsel



New Address
1020 NW 6th St, Bldg H&I
Deerfield Beach, FL 33442

November 18, 1996

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-11/22/96--01105--014
*****70.00 *****70.00

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

RE: VICON INTERNATIONAL X-PRESS PLUS, INC.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for filing fee and certificate in the amount of \$70.00.

PLEASE RETURN THE STAMPED COPY OF ARTICLES TO:

STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442

FILED
96 NOV 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 1/2

1-800-984-2660

Fax: 407-447-8639

900 North Federal Highway

Suite 460

Boca Raton, Florida 33432

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

VICON INTERNATIONAL X-PRESS PLUS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any time is:

ONE THOUSAND (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442

ARTICLE V OFFICERS AND DIRECTORS

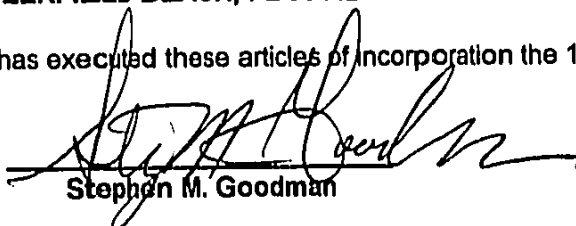
President: Stephen Colangelo, Secretary/Treasurer: Joy Mancuso
Address: 1020 NW 6th St, Bldg, H&I, Deerfield Beach, FL 33442

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442

The undersigned incorporator has executed these articles of incorporation the 18th day of November, 1996


Stephen M. Goodman

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TALLAHASSEE, FLORIDA

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

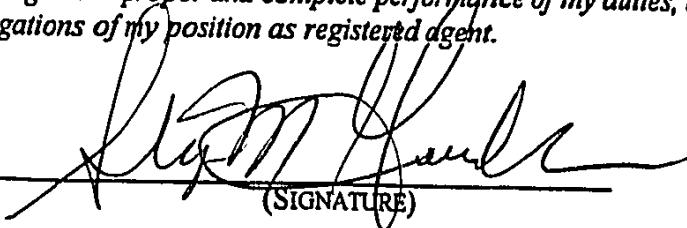
1. The name of the corporation is: Vicon International X-Press Plus, Inc
2. The name and address of the registered agent and office is:

Stephen M. Goodman
(NAME)

1020 NW 6th St, Bldg H&I
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Deerfield Beach, FL 33442
(CITY/STATE/ZIP)

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.


(SIGNATURE)

11-18-96
(DATE)