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SHUGHART  
THOMSON  
& KILROY  
A Professional Corporation

1212 WYANDOTTE PLAZA  
120 WEST 12TH STREET  
KANSAS CITY, MISSOURI 64105  
(816) 421-3355  
TELECOPIER (816) 374-0509

THOMAS W. GRAY  
(816) 374-0381

32 CORPORATE WOODS, SUITE 1100  
9225 INDIAN CREEK PARKWAY  
OVERLAND PARK, KANSAS 66210  
(913) 451-3355  
TELECOPIER (913) 451-3361

Reply to Missouri Office

November 21, 1996

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

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-12/03/96--01043--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: NUS Corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation to be filed with your office for the above-referenced Corporation. Also enclosed, please find our Firm's check in the amount of \$122.50 to cover the filing fee.

After the enclosed Articles of Incorporation have been filed with your office, please return the file-stamped copy to our attention in the enclosed self-addressed envelope. Your prompt attention to this matter would be greatly appreciated.

Should you have any questions regarding the enclosed Articles of Incorporation, please do not hesitate to contact us.

Very truly yours,

*Thomas W. Gray*  
THOMAS W. GRAY

TWG/vh  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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TWELVE WYANDOTTE PLAZA  
120 WEST 12TH STREET  
KANSAS CITY, MISSOURI 64105  
(816) 421-3355  
TELECOPIER (816) 374-0509

THOMAS W. GRAY  
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LAW OFFICES  
**SHUGHART  
THOMSON  
& KILROY**  
*A Professional Corporation*

32 CORPORATE WOODS, SUITE 1100  
9225 INDIAN CREEK PARKWAY  
OVERLAND PARK, KANSAS 66210  
(913) 451-3355  
TELECOPIER (913) 451-3361

*Reply to Missouri Office*

January 9, 1997

VIA UPS  
Florida Secretary of State  
Division of Corporations  
Attention: Terry Buckley  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: Nus Corporation**

Dear Terry:

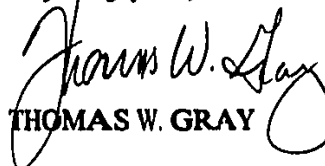
Enclosed please find an original and one copy of the Articles of Incorporation to be filed with your office for the above-referenced Corporation. It is my understanding that you have retained this Firm's check in the amount of \$122.50 to cover the filing fee.

Please note that the registered agent has approved these Articles of Incorporation and has agreed to serve as the registered agent.

After the Articles of Incorporation have been filed with your office, please return the file-stamped copy to our attention in the self-addressed envelope enclosed. Your prompt attention to this matter would be greatly appreciated.

Should you have any questions concerning the enclosed Articles of Incorporation, please do not hesitate to contact the undersigned.

Very truly yours,

  
THOMAS W. GRAY

TWG/vh  
Enclosures



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 5, 1996

THOMAS W. GRAY  
32 CORPORATE WOODS STE 1100  
OVERLAND PARK, KS 66210

SUBJECT: NUS CORPORATION  
Ref. Number: W96000025463

We have received your document for NUS CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 496A00054553

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS**ARTICLES OF INCORPORATION****OF****NUS CORPORATION**

I, the undersigned, a natural person of the age of eighteen (18) years or more do hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is NUS Corporation. The principal place of business shall be located a 190 NE 199 Street, Suite 104, Miami, Florida, 33179.

**ARTICLE II**

The initial registered office of the corporation in the State of Florida shall be located at 2650 McCormick Drive, #120, Clearwater, Florida 34619. The name of the initial registered agent at such address shall be Bill Munholland.

**ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue shall be Ten Thousand (10,000) shares, all of which shall be common stock shares of no par value.

**ARTICLE IV**

The preemptive rights of shareholders to purchase additional shares of the corporation's authorized capital common stock shall not be limited or denied.

**ARTICLE V**

The name and place of residence of the incorporator is as follows:

Thomas W. Gray  
9829 Lee Circle  
Leawood, KS 66206

**ARTICLE VI**

The initial Board of Directors of the corporation shall consist of the following persons:

Masahiro Tabuchi, Hiroshi Tabuchi, Jeffrey Dillon

Thereafter, the Board of Directors of the corporation shall consist of three (3) persons or such number as set forth in the Amendments to these Articles of Incorporation as made from time to time.

#### ARTICLE VII

The Corporation shall have perpetual existence.

#### ARTICLE VIII

The purposes for which this corporation is formed are as follows:

To manufacture, import, sell, distribute and purchase computer products and parts and to carry out all activities consistent with the laws of the State of Florida.

To purchase, hold, sell and transfer the shares of its own capital stock in the manner and to the extent permitted by the Laws of the State of Florida from time to time; provided that the shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly;

To borrow or raise money for any of the purposes of the corporation from stockholders, officers and directors of the corporation and from persons otherwise interested, or from persons or parties disinterested in the corporation and from time to time without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences or indebtedness, and secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of bonds or other obligations of the corporation for its corporate purposes;

To loan or otherwise invest its funds from time to time, secured or unsecured, for such time and upon such terms and conditions as its Board of Directors may authorize;

To enter into any lawful arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, legal entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, in the carrying on of any business which the corporation is authorized to carry on, or any business or transaction being necessary, convenient or incidental to carry out any of the purposes of the corporation, to the extent permitted by law;

To have one or more offices and to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction;

To carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property and to have and expedite all of the rights, powers and privileges which are now or hereafter may be conferred by the Laws of Florida now enacted or hereinafter enacted pertaining to this corporation, or corporations of this class.

All of the foregoing shall be construed as objects and powers and the enumeration of the specific powers shall not be held to limit, restrict or inhibit in any manner the powers of the corporation to do any acts or things which it might lawfully do. It is intended that the purposes, objects and powers specified in this Article shall, except as herein expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation, but that each of the powers, objects and purposes specified in this Article and each of the Articles and paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

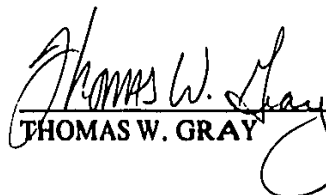
#### ARTICLE IX

The By-Laws of the corporation shall be adopted at the first meeting of the Board of Directors of the corporation. Thereafter, the By-Laws of the corporation may be repealed, altered or amended by the stockholder or stockholders at any meeting of the stockholders, regular or special, or by the Board of Directors at any meeting of the Board of Directors regular or special, but if at a meeting of the Board of Directors, then only by an affirmative vote of the majority of the Board of Directors if such majority then owns and holds more than a majority of the then outstanding common stock of the corporation.

#### ARTICLE X

The corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation, or any amendment of the provisions hereof, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein on shareholders, directors, and officers are subject to this reserve power; provided, however, that in default of express statutory provision therefor, these Articles of Incorporation may be amended in any respect by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of November, 1996.

  
THOMAS W. GRAY

STATE OF MISSOURI

)

) ss.

COUNTY OF JACKSON

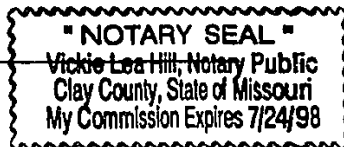
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I, Vickie Lea Hill, a Notary Public, do hereby certify that on the 20<sup>th</sup> day of November 1996, personally appeared before me Thomas W. Gray, who being by me first duly sworn, declare that he is the person who signed the foregoing document as incorporator and the statements therein contained are true.



Notary Public in and for said  
County and State

My Commission Expires:



The undersigned hereby accepts designation as the Registered Agent for Nus Corporation in the State of Florida.

  
Bill Munholland

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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