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TRANSMITTAL LETTER

February 27, 1997

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

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-03/03/97--01125--001

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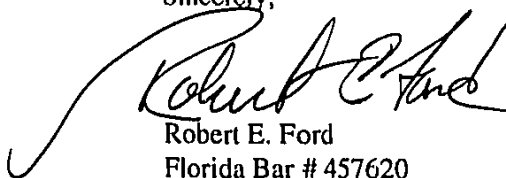
FILED
MAR -3 PM 11:11
TALLAHASSEE, FLORIDA

SUBJECT: RCM Technologies, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and designation of the initial registered agent and a check for \$122.50 for the filing fee and a certified copy of the Articles of Incorporation.

Sincerely,


Robert E. Ford
Florida Bar # 457620

3/10/97
LB

597A -12017

ARTICLES OF INCORPORATION

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

ARTICLE 1 NAME

The name of the corporation shall be RCM Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

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

RCM Technologies, Inc.
1312 Flotilla Drive
Holiday, Florida 34690

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Claro Piang Montecer, Jr.
1312 Flotilla Drive
Holiday, Florida 34690

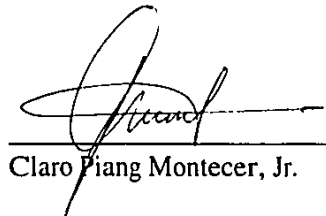
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CLERK OF THE
COURT
HOLIDAY, FLORIDA

**ARTICLE V
INCORPORATOR**

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

Claro Piang Montecer, Jr.
1312 Flotilla Drive
Holiday, Florida 34690

*The undersigned incorporator has executed these Articles of Incorporation
on this the twenty-eight day of February, 1997.*



Claro Piang Montecer, Jr.

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

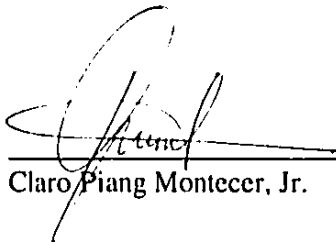
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is RCM Technologies, Inc.
2. The name and address of the registered agent and office is:

Claro Piang Montecer, Jr.
1312 Flotilla Drive
Holiday, Florida 34690

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.

Witness my signature on this the twenty-eight day of February, 1997.



Claro Piang Montecer, Jr.