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LAW OFFICES OF

LAURA M. PRUNA & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW
2525 SOUTH WEST 3RD AVENUE, SUITE 205
(CORAL WAY & S.W. 25TH ROAD)
MIAMI, FLORIDA 33129-2043
(305) 285-2888 1681

March 20, 1997

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-03/21/97--01093--001
****127.50 ****127.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Filing of Articles of Incorporation
INCREDIBLE ELECTRONICS CORP.

Dear Representative:

Enclosed please find the Articles of Incorporation of INCREDIBLE ELECTRONICS CORP.
Also enclosed is a check to pay the filing fees, certificate, etc. in the amount
of \$ 127.50.

Because this a rush filing, please remit the documents in the envelope provided
which pre-pays the fees of courier.

If you have any questions, please call (305) 285-1681 or page me at (305) 464-7008.

Your expeditious processing will be greatly appreciated.

Very Truly Yours,

Laura M. Pruna

LMP / lmp

FILED
97 MAR 27 AM 8:18
SECRET
TALLAHASSEE, FLORIDA

K.R. MAR 27 1997

ARTICLES OF INCORPORATION
OF
INCREDIBLE ELECTRONICS CORP.

FILED
97 MAR 21 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE - CORPORATE NAME

THE NAME of the corporation shall be:

INCREDIBLE ELECTRONICS CORP.

ARTICLE TWO - PURPOSE

THE CORPORATION may engage in the duly licensed practice of law under the laws of the United States and of the State of Florida.

ARTICLE THREE - CAPITAL STOCK

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be 10,000 shares of stock which shall be common stock at a par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful currency of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR - INITIAL CAPITAL

THIS CORPORATION shall begin business with a minimum capital in the amount of ONE Hundred and 00/100 (\$100.00) Dollars.

ARTICLE FIVE - DURATION

THE CORPORATION shall have perpetual existence.

RE: Articles of Incorporation
INCREDIBLE ELECTRONICS CORP.
Page 2 of 5

ARTICLE SIX -PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL office of the corporation shall be located
at:

341 EAST FLAGLER STREET
Miami, Florida 33131

OTHER OFFICES for the transaction of business may be
located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN- NUMBER OF BOARD OF DIRECTORS

THE BUSINESS of the corporation shall be managed by a
Board of Directors, who need not be stockholders of the
corporation. The number of Directors, not less than one, shall
be fixed by resolution of the stockholders at any regular or
special meeting, subject to the manner of holding such meetings
prescribed by the By-Laws.

ARTICLE EIGHT- INITIAL BOARD OF DIRECTORS

THE NAMES and post office addresses of the members of
the First Board of Directors and Officers who shall hold office
for the first year of existence of the corporation or until their
successors are elected or appointed and have qualified, are as
follows:

BOARD OF DIRECTORS

DIANA ISABEL ESQUENAZI
341 EAST FLAGLER STREET
Miami, Florida 33131

PRESIDENT AND SECRETARY

RE: Articles of Incorporation of
INCREDIBLE ELECTRONICS CORP.
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ARTICLE NINE- INCORPORATORS

THE NAMES and post office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

DIANA ISABEL ESQUENAZI
5200 NORTH OCEAN BOULEVARD, APT. 203
FORT LAUDERDALE, FLORIDA 33308

ARTICLE TEN

THIS CORPORATION shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

THIS CORPORATION shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

UPON ELECTION of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided by the By-Laws of the Corporation. all holders of common stock of this corporation shall be entitled to vote in the same manner provided by law, whether such stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

RE: Articles of Incorporation of
INCREDIBLE ELECTRONICS CORP.

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ARTICLE THIRTEEN- REGISTERED AGENT

THE CORPORATION shall designate DIANA ISABEL ESQUENAZI
WITH OFFICES located at:

341 EAST FLAGLER STREET,
Miami, Florida 33131

as its duly authorized Registered Agent to be in charge of the
corporate registered office as required by state law.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN PURSUANCE of Chapter 49.091, Florida Statutes, the
following is submitted , in compliance of said act:

FIRST: that the INCREDIBLE ELECTRONICS CORP. desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation,
at the City of Miami, County of Dade, State of Florida, has
named:

DIANA ISABEL ESQUENAZI

as its Registered Agent to accept service of process within the
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said act in keeping an office
open where service can be processed.

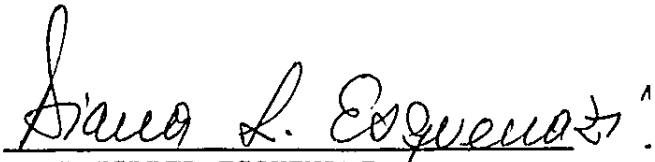
Diana L. Esquenazi
DIANA ISABEL ESQUENAZI

FILED
97 MAR 21 AM 8:21
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of
INCREDIBLE ELECTRONICS CORP.
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97 MAR 21 AM 8:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS THEREOF, the undersigned incorporators have hereunto
set their hands and affixed their seals on this 20 day of March,
1997.


DIANA ISABEL ESQUENAZI

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and acknowledgment personally appeared:

DIANA ISABEL ESQUENAZI

who SHOWED HER PHOTOGRAPHED IDENTIFICATION, FLORIDA DRIVER'S
LICENSE NO. E252-160-65-634-0, EXPIRING ON 4/14/2000 AND, who
after first being duly sworn, executed the foregoing Certificate
of Incorporation, freely and voluntarily therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and
official public notary seal at Miami, Dade County, Florida this
20 day of March, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
LAURA MARIA PRUNA
2525 South West 3rd Avenue,
Suite 205
Miami, Florida 33129-2043
(305) 285-1681

My commission expires:

LAURA MARIA PRUNA
Notary Public, State of Florida
My Comm Expires May 21 1998
No. CC 363716
Bonded Thru Official Notary Bureau