

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

K.R. MAR 31 1997

REQUEST 3/21/97 CONFIRMED _____ APPROVED _____
 DATE 3/21/97
 TIME 11:38:30 Ck No. _____
 BY DIC

WALK-IN
 Will Pick Up _____

RE:

Cuco's Electronics
Inc

C.C. FEE. DISCOUNT

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

☐ Art. of Annual File
☐ Dissolution/Withdrawal
☐ C.U.S.
☐ fictitious Name File

☐ Name Reservation ****122.50 ****122.50
☐ Annual Report/Statement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s. _____ Copies
☐ Collateral Services
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUMTOTALS

FEE.....
 DISCOUNT.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

FILED
 97 MAR 31 AM 10:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 From
 Your Capital Connection

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
CUCO'S ELECTRONIX, INC.
a Florida corporation

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of the corporation is CUCO'S ELECTRONIX, INC.

Article 2 - Mailing Address and Principal Office

The principal office and mailing address of the corporation shall be:

c/o Law Offices of Raul J. Sanchez de Varona, P.A.
1333 South Miami Avenue
Suite 303
Miami, Florida 33130

Article 3 - Duration and Commencement of Existence

The period of its duration is perpetual and its existence shall commence upon the filing of these articles.

Article 4 - Purpose

The purpose of the corporation is to transact any and all lawful business.

Article 5 - Capital Stock

The corporation is authorized to issue 1,000 shares, nor par-value, all of one class.

Article 6 - Initial Registered Agent and Office

The initial registered agent of the corporation shall be Raul J. Sanchez de Varona, with an address of 1333 South Miami Avenue, Suite 303, Miami, Florida 33130. The initial registered office of the corporation shall be 1333 South Miami Avenue, Suite 303, Miami, Florida 33130.

Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of two members. The initial director and his address is Norman C. Pataky, 1333 South Miami Avenue, Suite 303, Miami, Florida 33130.

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

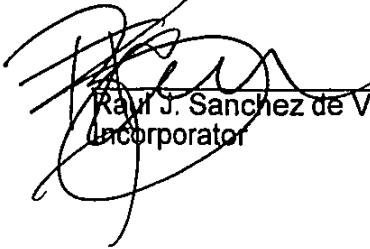
Article 9 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment of Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21th day of MARCH, 1997.



Raul J. Sanchez de Varona
Incorporator

Certificate of Registered Agent

of

CUCO'S ELECTRONIX, INC.

a Florida Corporation

Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That CUCO'S ELECTRONIX, INC. 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 Raul J. Sanchez de Varona, of 1333 South Miami Avenue, Suite 303, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 20th day of March 1997.



Raul J. Sanchez de Varona

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TALLAHASSEE, FLORIDA