

TRANSMITTAL LETTER
ARTICLES OF INCORPORATION

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

30001002154642772
-47257-012-015
*****70.00 *****70.00

SUBJECT: QUALITY DIRECT ELECTRONICS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (filing fee).

Please return photocopy enclosed "stamped with the filing date."

FROM: Susan L. Kidd/Daytona Business Services, Inc.
Name (Printed or Typed)

2435 South Ridgewood Ave., Suite #6
Street Address

South Daytona, FL 32119
City, State & Zip

(904)322-1001
Daytime Telephone Number

FILED
97 APR 25 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
QUALITY DIRECT ELECTRONICS, INC.**

97 APR 25 PM 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators have associated themselves together, for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of Chapter 607, Florida Statutes, for the transaction of business with and under the following charter:

ARTICLE I

The name of the Corporation shall be:

QUALITY DIRECT ELECTRONICS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

(a) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b) To acquire by purchase or otherwise, to own and possess, any real or personal property, of any nature or kind, wheresoever situated, and any interest in or right appertaining to any of such property; to hold, use, improve, develop, deal in and operate any of such property, or interest therein, or right thereto, or any part thereof; to buy, lease or otherwise acquire and to construct and erect buildings and structures in and upon lands owned either by this corporation or by any other persons or corporations, for any use or purpose, and to maintain, improve, rebuild, enlarge or alter buildings or other improvements on any of such property, or any part thereof; to sell, lease, mortgage, pledge or otherwise dispose of all or any part of such property, or any rights or interest therein or thereto appertaining; and generally, to deal with and act in relation to such property in any and every way:

(c) To purchase or otherwise acquire promissory notes, indebtedness, real estate mortgages and chattel mortgages, and to hold dispose of, and deal in and manage any of such property;

(d) To purchase or otherwise acquire the whole or any part of the property, assets, good will, rights and business, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part of combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of the corporation, or otherwise, or by undertaking or assuming the whole or any of the liabilities or obligations of the transferor; and to hold, or in any manner dispose of, the whole or any part of the property and assets so acquired, and to exercise all of the powers necessary or convenient in and about the conduct, management on of such business;

(e) To borrow or raise money for any of its purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any manner, whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of the corporation; and to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect to all or any part of the property, real, or personal, of the corporation, or of all or any of its rights or interests there, wheresoever situated and whether at the time owned or thereafter acquired; and to discount notes of the corporation for its corporate purposes;

(f) To buy, sell, hold and reissue the stocks and bonds or other securities of this corporation, insofar as the same is permitted by law; to enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the stock corporation law;

(g) To do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the objects, herein enumerated; or designed, directly or indirectly, to promote the interests of the corporation, or to enhance the value of any of its property or business;

(h) To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries; to do any and everything necessary, suitable or proper for the accomplishment of any of the purpose, the attainment of any of the objects or the furtherance of any of the powers hereinafore set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them;

(i) To engage in any other business, or do any and all acts and things incident to or which to the Board of Directors may be deemed necessary to the carrying out or the success of any business outlined above; and to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 100 shares of common stock without par value.

ARTICLE IV

The amount of capital stock, in lawful money of the United States, or in property, with which this corporation shall begin business shall be the sum of Five Hundred and no/100 (\$500.00) Dollars or more.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is: 1910 South Palmetto Ave., #102, South Daytona, FL 32119. The Board of Directors may, from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The Board of Directors of this corporation shall be any number not less than one (1), fixed from time to time by the By-Laws of the corporation.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are:

Thomas E. Heldreth
1910 South Palmetto Ave., #102
South Daytona, FL 32119

ARTICLE IX

The names and street addresses of each subscriber to these Articles of Incorporation are:

Thomas E. Heldreth
1910 South Palmetto Ave., #102
South Daytona, FL 32119

ARTICLE X

The following provisions are made for the regulation of the business and the conduct of the affairs of the corporation, and to create, divide, limit and regulate the powers of the officers, the directors, and the stockholders of the corporation, to-wit:

(a) General authority is hereby conferred upon the Board of Directors of this corporation to promulgate and adopt By-Laws for this corporation, and fix and determine the consideration to be paid for all stock subscribed subsequent hereto.

(b) The general supervision of the activity of the corporation and the acts of the officers shall be under the Board of Directors, which Board shall have the power and authority to adopt and follow up a policy of dealing for said corporation.

(c) All officers and agents shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws of this corporation, or determined by the Board of Directors.

ARTICLE XI

Any meeting of the stockholders or the directors of this corporation may be held within or without the State of Florida; directors and officers of the corporation shall not be required to be stockholders.

ARTICLE XII

Any and all shares of stock issued by this corporation shall be fully paid and non-assessable.

ARTICLE XIII

The directors of this corporation shall be elected at the annual meeting of the stockholders of this corporation, the time and place of holding said meeting to be provided for by the By-Laws of the corporation, and each director shall be elected by the plurality of votes cast at such election; provided, however, that upon a vacancy occurring in the Board of Directors, by resignation or otherwise, said vacancy shall, until the next annual meeting of the stockholders, be filled by the directors remaining in office.

ARTICLE XIV

The holders of the shares of common stock issued by this corporation shall have all the rights and powers which are usually incident or appertain to the holders of the common stock of a corporation organized under the laws of the State of Florida, except as otherwise provided in these Articles of Incorporation. Upon the payment of the consideration fixed for the issuance and disposition of the common stock of this corporation, such stock shall be fully paid and non-assessable.

ARTICLE XV

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or a Director or Officer, or are Directors or Officers, of such other corporation, and any Director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with

such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation, in which he may be in any way interested. Any Directors of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that his is also a Director of such subsidiary or controlled corporation.

ARTICLE XVI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XVII

The corporation has the power, at its option, to purchase and acquire any and all of its shares owned and held by such stockholder or stockholders as should desire to sell, transfer, or otherwise dispose of their shares, in accordance with the By-Laws adopted by the stockholders of this corporation provided, however, the capital of the corporation is not impaired.

ARTICLE XVIII

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

(1) Pension Trust (2) a Profit Sharing Trust (3) Stock Option Plan (4) other retirement or incentive compensation plans and (5) Employment Contracts or Agreements.

ARTICLE XIX

The street address of the initial registered office of this corporation is 2435 S. Ridgewood Ave., Suite #6, South Daytona, Volusia County, Florida and the name of the initial registered agent of this corporation at that address is Susan L. Kidd.

Date

4-23-97

Thomas E. Heltheth

Incorporator

CERTIFICATE OF REGISTERED AGENT

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: QUALITY DIRECT ELECTRONICS, INC.
2. The name and address of the registered agent and office is:

Susan L. Kidd/Daytona Business Services, Inc.

2435 S. Ridgewood Ave., Suite # 6

South Daytona, FL 32119

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

4/22/97
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA