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THOMAS O. MICHAELS  
ATTORNEY AT LAW

1370 PINEHURST ROAD  
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April 29 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

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-05/01/97--01101--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Que Electronics Corp.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for costs incurred in same. After the Articles of Incorporation have been filed, please return the copy with the confirmation letter of filing the above referenced Corporation in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,

Thomas O. Michaels, Esq.

TOM/rap  
Enclosure

FILED  
97 MAY - 1 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/12 5/1/97

ARTICLE OF INCORPORATION  
OF  
QUE ELECTRONICS CORP.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is: Que Electronics Corp.

ARTICLE II  
DURATION

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

ARTICLE III  
PURPOSE

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 500 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V  
PRINCIPAL OFFICE AND  
REGISTERED OFFICE

The principal office, if known, or the mailing address of the

Prepared By:  
Thomas O. Michaels, Esq.  
1370 Pinehurst Road  
Dunedin, Florida 34698  
(813) 733-8030  
FL Bar No. 270830

FILED  
97 MAY - 1 PM 12:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

corporation is 1807 East Drive, Clearwater, Florida 34615.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esquire.

ARTICLE VI  
DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of 1 member.

The name and address of the first board of directors are:  
Colleen S. Cooke, 1807 East Drive, Clearwater, Florida 34615.

The name and address of the initial officers of this Corporation are:

Colleen S. Cooke, 1807 East Drive, Clearwater, Florida 34615,  
President, Secretary, and Treasurer

ARTICLE VII  
INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator is: Colleen S. Cooke.

ARTICLE IX  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

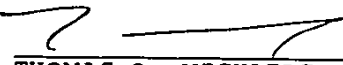
Dated this 30 day of April, 1997.

  
COLLEEN S. COOKE, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above

named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

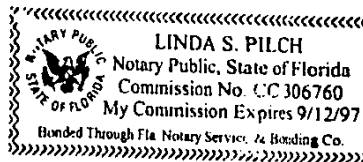
  
THOMAS O. MICHAELS,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 1997, by COLLEEN S. COOKE, who has produced a Florida Drivers License as identification and who did take an oath, and acknowledged to and before me that she has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign Linda S. Pilch  
Print Linda S. Pilch  
Notary Public  
State of Florida  
My Commission Expires:  
(Seal, if applicable)



FILED  
97 MAY - 1 PM 12:00  
TALLAHASSEE, FLORIDA