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ALSO ADMITTED IN NEW YORK  
ALSO ADMITTED IN OHIO & COLORADO  
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May 19, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation for  
The VCR Works, Inc.

800002186498--D  
-05/21/97--01054--013  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies:

Enclosed please find the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We would appreciate your filing the original with your office and forwarding a certified copy back to our office.

In support of our request, we have enclosed our check in the amount of \$122.50 which represents the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,

*Betty Bowie*  
Betty Bowie  
Legal Assistant to  
Carlos J. Berrocal

Enclosures  
cc: Stephen Palermo

MAY 23

BSB

FILED  
97 MAY 21 AM 9:12  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE VCR WORKS, INC.

FILED  
97 MAY 21 AM 9:12  
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is THE VCR WORKS, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the sales and service of electronic components, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall

be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

#### ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 1070 E. Indiantown Road, Suite 310, Jupiter, FL 33477, and the name of its initial registered agent at that address is CARLOS J. BERROCAL, ESQ. The principal place of business shall also be at that same address.

#### ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one(1). The name(s) and address(es) of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, (is) are:

<u>Name</u>	<u>Address</u>
Stephen J. Palermo	749 Bluecreek Drive Webster, NY 14580

#### ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Stephen J. Palermo	749 Bluecreek Drive Webster, NY 14580

#### ARTICLE X - COMMON DIRECTORS

#### TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 16 day of May, 1997.

Stephen J. Palermo  
Stephen J. Palermo  
Incorporator

STATE OF ~~NEW YORK~~ FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of May, 1997, by Stephen J. Palermo, who is personally known to me or has produced DRIVER'S LICENSE as identification and [did/did not] take an oath.

Elizabeth H. Bowie  
Notary Public  
My Commission Expires:



ELIZABETH BOWIE  
MY COMMISSION # CC483478 EXPIRES  
August 22, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

THE VCR WORKS, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address


CARLOS J. BERROCAL, ESQ. 1070 E. Indiantown Road, Suite 310  
Jupiter, FL 33477

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

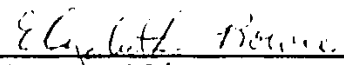
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: May 16, 1997.

  
Carlos J. Berrocal  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of May, 1997, by CARLOS J. BERROCAL, ESQ., who is personally known to me or has produced \_\_\_\_\_ as identification and [did/did not] take an oath.

  
Notary Public  
My Commission Expires:



ELIZABETH BOWIE  
MY COMMISSION # CC483470 EXPIRES  
August 22, 1998  
BONDED THROUGH TROY FARM INSURANCE, INC.