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5/28/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000008751 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA  
CONTACT: JULIO C EXQUIVEL  
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: THUNDER ELECTRONICS, INC.

AUDIT NUMBER.....H97000008751

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

97 MAY 28 PM 4:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:  
Thunder Electronics, Inc.

Article II. Address

The mailing address of the Corporation is:  
Thunder Electronics, Inc.  
1416 Locust Street NE  
St. Petersburg FL 33704

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Corporate Creations  
15210 Amberly Drive • Suite 328  
Tampa FL 33647

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Daniel Gillan  
Russel Gray

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director and no more than five. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations  
15210 Amberly Drive • Suite 328  
Tampa FL 33647  
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Corporate Creations  
15210 Amberly Drive • Suite 328  
Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 28, 1997

The undersigned incorporator executed these Articles of Incorporation on  
May 28, 1997



CORPORATE CREATIONS  
Julio C. Esquivel President

Corporate Creations  
15210 Amberly Drive • Suite 328  
Tampa FL 33647  
(813) 977-5203

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

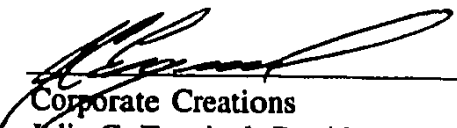
**CORPORATION:**

Thunder Electronics, Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Creations  
15210 Amberly Drive • Suite 328  
Tampa FL 33647

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Corporate Creations  
Julio C. Esquivel, President

Date: May 28, 1997

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