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Les Schneiderman  
Attorney & Counselor at Law

Melinda Grill Feder  
Member Fla. & Wash. D.C. Bars

June 5, 1997

DEPARTMENT OF STATE  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation of Fultronics, Inc.

500002206635--6  
-06/09/97--01187--013  
\*\*\*\*122.50 \*\*\*\*122.50

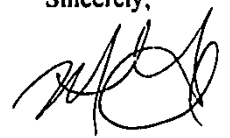
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above-referenced company and check number 1506 in the amount of \$122.50, representing the filing fee to register same. Please forward a certified copy of the recorded documents in the stamped-addressed envelope enclosed for your convenience to the following address:

Les Schneiderman, Esq.  
Law Office of Les Schneiderman, P.A.  
855 South Federal Highway  
Suite 212  
Boca Raton, FL 33432

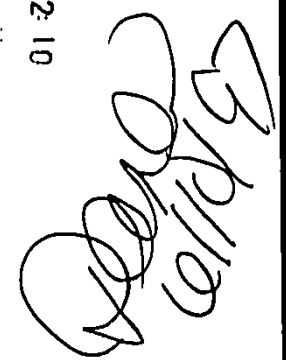
We thank you in advance for your immediate attention to this matter. Should you have any questions, please do not hesitate to contact our office at (561) 416-9009.

Sincerely,



LES SCHNEIDERMAN  
for the firm  
Enc./

FILED  
97 JUN -9 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
FULTRONICS, INC.**

97 JUN -9 PM 2:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The name of the corporation shall be FULTRONICS, INC.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common with a par value of \$1.00.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

## **ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE IX**

The number of directors of the corporation shall be set by the bylaws of the corporation.

## **ARTICLE X**

The initial registered agent of the corporation is the Drake Fulton, c/o Incomp Electronics, U.S.A., L.C. The street address of the corporation's initial registered office is 4731 W. Atlantic Ave., Suite B-13, Delray Beach, FL 33445.

#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

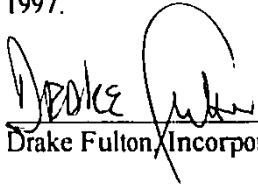
FULTRONICS, INC.  
11211 South Military Trail, Suite 4324  
Boynton Beach, FL 33436

#### ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Drake Fulton  
c/o Incomp Electronics, U.S.A., L.C.  
4731 W. Atlantic Ave., Suite B-13  
Delray Beach, FL 33445

The undersigned incorporator has executed these Articles of Incorporation this 5 day of June, 1997.

  
\_\_\_\_\_  
Drake Fulton, Incorporator

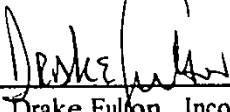
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

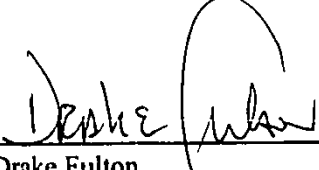
The name of the corporation is Fultronics, Inc.

The name and address of the registered agent and office is:

Drake Fulton  
c/o Incomp Electronics, U.S.A., L.C.  
4731 W. Atlantic Ave., Suite B-13  
Delray Beach, FL 33445

  
\_\_\_\_\_  
Drake Fulton, Incorporator / Date

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 TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Drake Fulton  
Date: 6/5/97

FILED  
97 JUN -9 PM 2:10  
SECRET  
TALLAHASSEE, FLORIDA