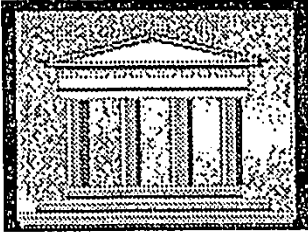


197000065865



Jack Malerba, EA, Inc.
8551 W. Sunrise Blvd., #102
Plantation, FL 33322-4007
954-424-0225 Fax 954-424-8003
taxman@mscfl.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 1:06

Enrolled to Practice before the Internal Revenue Service

July 24, 1997

Florida Department of State
Divisions of Corporations
P.O.B. 6327
Tallahassee, FL 32314

To whom it concerns:

I've enclosed the original and a copy of the Articles for Incorporation for LANtronics, Inc. I've also enclosed a \$122.50 check payable to the Florida Department of State for filing fees.

Sincerely,

John J. Malerba, EA
Incorporator

900002249409--1
-07/28/97--01120--003
****122.50 ****122.50

3

	JACK MALERBA, EA, INC. 8551 W. SUNRISE BLVD., #102 FT. LAUDERDALE, FL 33322	0512
	July 24, 1997	63-9126/2670
	Pay to the order of Florida Department of State \$ 122.50	
	One hundred twenty-two and 50/100 Dollars	
GREAT WESTERN BANK A FEDERAL SAVINGS BANK 300 EAST OAK BEACH BOULEVARD DANIA, FL 33004 1-800-222-2242		
For LANTRONICS		
⑆267091263⑆ 7298092970⑆ 0512		

BROWN JUL 30 1997

**ARTICLES OF INCORPORATION
FOR
LANTRONICS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 1:06

Pursuant to Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a profit corporation.

Article I - Name and Principal Office

The name of the corporation is LANTRONICS, INC. The corporation's principal place of business address and its mailing address is 1340 SW 82 Tr., #526, Plantation, FL 33324.

Article II - Duration

The duration of the corporation is perpetual.

Article III - Purpose

The corporation shall engage in any activity or business permitted under the laws of the United States and of the laws of Florida.

Article V - Shares

The corporation has the authority to issue an aggregate one thousand common shares of capital stock at .01 par value.


Article VI - Commence of Business

The corporation will commence once the corporation has issued at least one common share in exchange for one thousand dollars in cash, property, or services rendered.

Article VII - Registered Agent and Registered Office

The name of the corporation's first registered agent is John J. Malerba, EA, and his address is 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007.

As registered agent, I accept service of process for the above corporation at the place designated in these articles of incorporation. I accept this appointment 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. I am familiar with and accept the obligations of registered agent for this corporation.



John J. Malerba, EA,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 1:06

Article VIII - First Board of Directors

The name and address of the person who will service as director until the first annual directors and shareholders meeting, or until his successor is elected and qualified, is Randolph C. Andrews, 1340 SW 82 Tr., #526, Plantation, FL 33324.

Article IX - Powers of the Directors

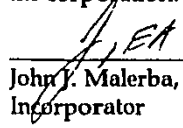
The Board of Directors shall make, alter, or repeal the Bylaws of the corporation without restrictions of their powers conferred by statute.

Article X - Directors' Liability

A director of the corporation shall not be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article XI - Name and Address of the Incorporator

John J. Malerba, EA, of 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007, is the incorporator for the corporation.


John J. Malerba, EA,
Incorporator

Article XII - End of the Incorporator's Powers

The powers of the incorporator will cease upon the filing of the Article of Incorporation.