

8/04/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KEY BISCAYNE ELECTRONICS, INC.
AUDIT NUMBER.....H97000012698
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER AUG 5 1997

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ARTICLES OF INCORPORATION

OF

KEY BISCAYNE ELECTRONICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KEY BISCAYNE ELECTRONICS, INC. The principal office and mailing address of this corporation is: 604 Crandon Blvd., Miami, Florida 33149.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is organized is authorized to issue 500 shares of \$ 1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 604 Crandon Blvd., Miami, FL 33149. and the name of the initial registered agent of this corporation at that address is Joseph William Kennedy.

Prepared by:
Paralegal Freelancing, Inc.
Roger Carlier
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134
(305) 567-1113

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be increased from time to time by the By-Laws.

The name and address of the Director of this corporation is:

<u>Name</u>	<u>Address</u>
Joseph William Kennedy	604 Crandon Blvd. Miami, FL 33149

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Joseph William Kennedy	604 Crandon Blvd. Miami, FL 33149

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, subscriber has executed these Articles of Incorporation this 31st day of July, 1997.


Joseph William Kennedy

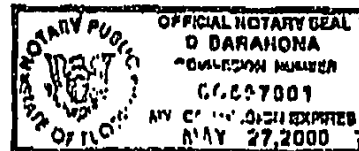
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of July, 1997, by Joseph William Kennedy who is personally known by me, or who has produced identification, and he did take an oath.

My Commission expires:


Notary Public, State of Florida

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

KEY BISCAVNE ELECTRONICS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

KEY BISCAVNE ELECTRONICS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named JOSEPH WILLIAM KENNEDY located at 604 Crandon Blvd., Miami, Florida 33149, its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. Further, I am familiar with and accept the obligations provided for in Florida Statute 607.0505.


Joseph William Kennedy

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