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ACCOUNT NO. : 072100000032

REFERENCE : 513904 9632A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 29, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 513904-005

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-08/29/97--01098--020
****122.50 ****122.50

CUSTOMER NO: 9632A

CUSTOMER: Charles Dayhoff, Esq
CHARLES S. DAYHOFF, III, ESQ

Suite 150
3830 Tampa Road
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: RFQ ELECTRONICS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
97 AUG 29 PM 2:14
TALLAHASSEE, FLORIDA

SN AUG 29 1997

97 AUG 29 11:13
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

97 AUG 29 PM 2:14

OF

SEC. STATE
TALLAHASSEE, FLORIDA

RFQ Electronics, Inc.

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **RFQ Electronics, INC.**

2. **Principal Office/Mailing Address.** The principal office of the corporation is 3369 Brian Road S., Palm Harbor, Florida 34685. The mailing address of the corporation is 3369 Brian Road S., Palm Harbor, Florida 34685.

3. **Duration.** The period of its duration shall be perpetual.

4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

ALLEN G. KOEHLER
3369 Brian Road S.
Palm Harbor, FL 34685

7. **Initial Board of Directors.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ALLEN G. KOEHLER	3369 Brian Road S. Palm Harbor, FL 34685
JACQUELINE D. KOEHLER	3369 Brian Road S. Palm Harbor, FL 34685

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALLEN G. KOEHLER	3369 Brian Road S. Palm Harbor, FL 34685

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions 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 Incorporator has executed these Articles of Incorporation this 28th day of August, 1997.



ALLEN G. KOEHLER
INCORPORATOR



ALLEN G. KOEHLER
REGISTERED AGENT

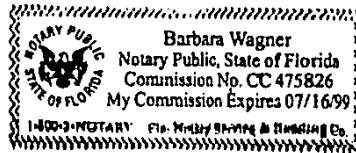
STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this
28th day of August, 1997, by ALLEN G. KOEHLER who is personally
known to me or who has produced a Florida driver's license as
identification and who did take an oath.

Barbara Wagner
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA WAGNER

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That RFQ ElectroniCs, Inc., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Harbor, State of Florida, has named ALLEN G. KOEHLER, 3369 Brian Road S., Palm Harbor, Florida 34685, as its Registered Agent to accept service of process within the State of Florida.

DATED: August 28, 1997.

RFQ ElectroniCs, Inc.,
a Florida corporation

By: 
Allen G. Koehler, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: August 28, 1997.


ALLEN G. KOEHLER
REGISTERED AGENT

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TALLAHASSEE, FLORIDA