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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
FROM: HODGSON, RUSS, ANDREWS, ET AL ACCT#: 072720000242
CONTACT: *DONNA BEMPEY Simon Kinloch* FAX #: (561) 394-3862
PHONE: (561) 394-0500

NAME: MULTISOURCE TECHNOLOGY CORPORATION
AUDIT NUMBER.....H9700014880
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HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR, LLP
 ATTORNEYS AT LAW

2000 Glades Road
 Suite 400
 Boca Raton, FL 33431-8599
 561-394-0500 BOCA RATON
 561-736-2177 PALM BEACH
 954-764-2440 MIAMI
 FAX: 561-394-3863
 EMAIL: bocalaw@hodgsonruss.com

Albany
Boca Raton
Buffalo
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 Lawrence R. Boyer
 C.C. Corban, P.A.
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James A. Porter, P.A.
 Of Counsel

RESIDENT IN NEW YORK

Paul R. Cornesi
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H97000014880 3

September 9, 1997

VIA TELECOPY/904-922-4001

Secretary of State
 Corporation Division
 409 E. Gaines Street
 Tallahassee, Florida 32302

Dear Sir:

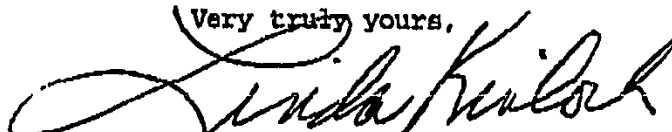
RE: MULTISOURCE TECHNOLOGY CORPORATION

Enclosed are the Articles of Incorporation for Multisource Technology Corporation.

Please charge our account accordingly and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


 Linda Kinloch

Attachment
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SEP 09 '97 13:46 TO-18509224001

FROM-HODGSON & RUSS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MULTISOURCE TECHNOLOGY CORPORATION

ARTICLE I

NAME

The name of this corporation is: MULTISOURCE TECHNOLOGY CORPORATION.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 10,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:
James M. Hankins, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500
Florida Bar No. 147150

H97000014880 3

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ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRAWG Corp.

ARTICLE VI

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/ mailing address of the Corporation is:

6531 Park of Commerce Blvd.
Suite 175
Boca Raton, FL 33487


ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

James M. Hankins
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 9th day of September, 1997.


James M. Hankins, Incorporator

H97000014880 3

CERTIFICATE OF DESIGNATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY: Larry Corman
Larry Corman, Vice President

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TALLAHASSEE, FLORIDA