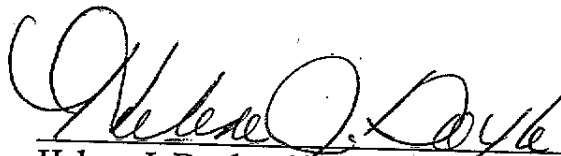


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TALLAHASSEE, FLORIDA

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Dated: November 11, 1997



Helene J. Doyle - Shareholder

EC 11/13

ARTICLES OF INCORPORATION
OF
PATRICK ELECTRONICS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, does hereby agree and certify as follows:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be PATRICK ELECTRONICS, INC., whose principal office shall be located at 227 East Michigan Avenue, Orlando, FL 32806.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence and shall have perpetual existence immediately upon the filing of the Articles of Incorporation with the Florida Secretary of State unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(I) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(j) To elect or appoint officers and agents and define their duties and fix their compensation.

(k) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(l) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(m) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number Of</u> <u>Shares Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class</u> <u>of Stock</u>
1,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

4. Redemption of Shares.

The Corporation may acquire its own shares and, upon full payment by the Corporation of the consideration to be paid for the shares, the shares so acquired shall constitute authorized but unissued shares of the same class, but undesignated as to series. Until such time as full payment for the redeemed shares has been made, however, the shares shall be held in escrow by the Secretary of the Corporation and shall constitute issued and outstanding shares.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 227 East Michigan Street, Orlando, FL, 32806 and the initial registered agent of the Corporation at that address shall be HELENE J. DOYLE. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name and street address of the initial directors of this Corporation are:

HELENE J. DOYLE
9300 Raven Dell Street
Orlando, FL 32825

PETER A. DOYLE
9300 Raven Dell Street
Orlando, FL 32825

Directors may be removed with or without cause.

ARTICLE VII
INCORPORATOR

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

HELENE J. DOYLE
9300 Raven Dell Street
Orlando, FL 32825

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

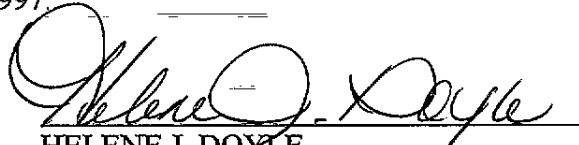
ARTICLE XII
AMENDMENT

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.

ARTICLE XIII
HEADINGS AND CAPTIONS

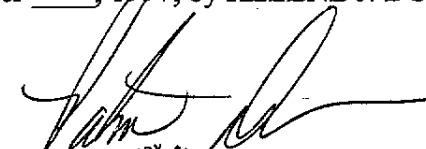
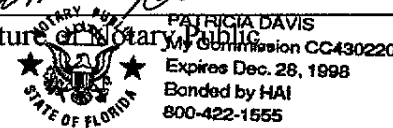
The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto sets his hand seal this 12 day of November, 1997.


HELENE J. DOYLE

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me November 12, 1997, by HELENE J. DOYLE.


Signature of Notary Public


Name of Notary Public (typed, printed or stamped)

Personally Known _____ OR Produced Identification
Type of Identification Produced: PA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

PATRICK ELECTRONICS, INC., desiring to organized as a corporation under the laws of the State of Florida with its registered office at 227 East Michigan Street, Orlando, FL 32806 has named and designated HELENE J. DOYLE as its Registered Agent to accept service of process with the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent.

Dated this 12 day of November, 1997.



HELENE J. DOYLE
Registered Agent

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