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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: J & J DISCOUNT ELECTRONICS, CORP.

AUDIT NUMBER.....H97000019569

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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ARTICLES OF INCORPORATION
OF

J & J DISCOUNT ELECTRONICS, CORP.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: J & J DISCOUNT ELECTRONICS, CORP.

ARTICLE II

Corporate existence is perpetual.

ARTICLE III

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

ARTICLE IV

The corporation shall have the authority to issue 100 shares all in one class, \$1.00 par value.

ARTICLE V

The initial principal address and registered offices of the corporation in the State of Florida shall be : 5 N.E. 1st Ave., Miami, Florida 33131.. The Board of Directors may from time to time move their principal offices to any address within the State of Florida. The registered agent is: Jorge A. Cabrera. Address: 11784 S.W. 32nd Street, Miami, Florida 33171.

Andy Martinez, CPA
8360 W. Flagler St. #205
Miami, FL 33144
(305) 559-3000

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ARTICLE VI

The number of directors constituting its initial Board of Directors are ONE (1) whose name and address is:

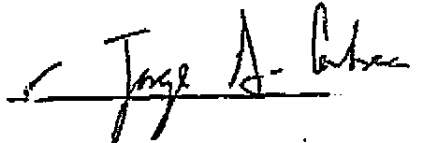
NAME/ADDRESS

Jorge A. Cabrera
11784 S.W. 32nd Street
Miami, FL 33171

ARTICLE VII

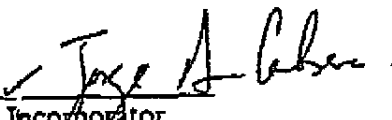
The stock of the corporation may be issued pursuant to the provisions under *1244 of Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 24th day of November 1997.



ARTICLE VIII

The name of the incorporator is JORGE A. CABRERA, 11784 SW 32nd Street, Miami, Florida 33171

Signature 
Incorporator

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ARTICLE IX

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and have conditions that shall be fixed by the Board of Directors as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ration of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is : J & J DISCOUNT ELECTRONICS, CORP.
2. The name and address of the registered agent is:

Jorge A. Cabrera
11784 S.W. 32nd Street
Miami, Florida 33171

SIGNATURE ✓ Jorge A. Cabrera
(Corporate Officer)
TITLE ✓ President
DATE ✓ 11-24-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, IN
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND OBLIGATIONS
OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE ✓ Jorge A. Cabrera
DATE ✓ 11-24-97

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