STOCK AND BOND CERTIFICATES MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

2021 ARCH STREET
PHILADELPHIA, PA 19103-1491
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

November 21, 1997

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

500002357615--5 -11/26/37--01036--002 ******78.75 ******78.75

RE: RJ ASSOCIATES AND R & W ELECTRONICS, INC.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington

RW:sl Enclosure 97 NOV 26 AM II: 57

SEGRETARY OF STATE

ARTICLES OF INCORPORATION

OF

RJ ASSOCIATES AND R & W ELECTRONICS INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RJ ASSOCIATES AND R & W ELECTRONICS INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1273 North Church Street, Moorestown, NJ 08057

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

> One hundred (100) Shares Par value \$1.00 per share

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard Perrotti

Marco Island Executive Suites, 205 North Collier Boulevard, Suite 231 Marco Island, FL 33969

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

2021 Arch Street, Philadelphia, PA 19103 Robert Worthington

The undersigned has executed these Articles of Incorporation this 6th day of November, 1997.

Robert Worthington

Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

RJ ASSOCIATES AND R & W ELECTRONICS INC.

2. The name and address of the registered agent and office is:

Richard Perrotti

Marco Island Executive Suites 205 Collier Boulevard, Suite 231 Marco Island, FL 33969

Signature_

Robert Worthington

Title: Incorporator

Date: November 6, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Richard Perrotti

Date: November 6, 1997

97 NOV 25 AN II-58