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R. W. WELLBAUM, JR.  
THOMAS P. MCLENNON\*  
~~MARICEY MCLENNON~~  
\*ALSO ADMITTED IN ILLINOIS

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002381653--8  
-12/24/97--01009--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: QUALITY ELECTRONICS LIMITED, INC.

Dear Ladies and Gentlemen:

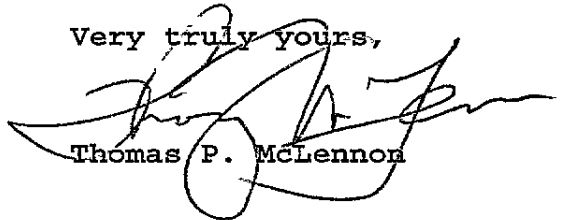
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return the certified copy of same to our office.

Also enclosed is a check in the amount of \$122.50 for cost of filing.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



Thomas P. McLennon

TPM/jsb

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 24 AM 8:25

RP  
12-26-97

ARTICLES OF INCORPORATION  
OF

QUALITY ELECTRONICS LIMITED, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Article I - Name

The name of this corporation is: QUALITY ELECTRONICS LIMITED,  
INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

The purpose of this corporation shall be to manufacture  
electronic devices and any lawful business not prohibited by the  
laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of  
one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial  
registered office and the principal office of this corporation is  
10490 Sunbury Drive, Pt. Charlotte, Florida, 33981, and the name of  
the initial registered agent of this corporation at that address is  
Carol Vanderploeg.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one.

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

Carol Vanderploeg  
10490 Sunbury Drive  
Pt. Charlotte, Florida 33981

Article VIII - Incorporators

Carol Vanderploeg  
10490 Sunbury Drive  
Pt. Charlotte, Florida 33981

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

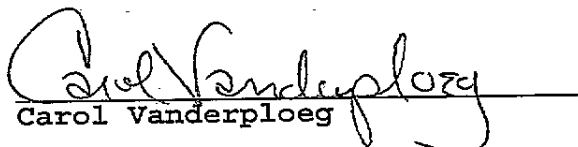
Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - 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.

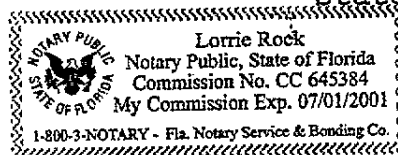
IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 22nd day of December, 1997.

  
Carol Vanderploeg

STATE OF FLORIDA            )  
                                  ) ss:  
COUNTY OF CHARLOTTE        )

The foregoing instrument was acknowledged before me this  
22nd day of December, 1997, by Carol Vanderploeg  
[ ] who is personally known to me; or  
[x] who has provided NJ driver's license as identification.

Lorrie Rock  
Signature of Notary  
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

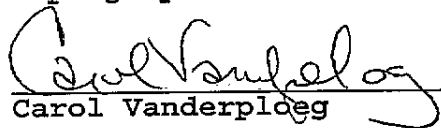
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In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That QUALITY ELECTRONICS LIMITED, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Pt. Charlotte, State of Florida, has named Carol Vanderploeg, 10490 Sunbury Drive, Pt. Charlotte, Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Carol Vanderploeg

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