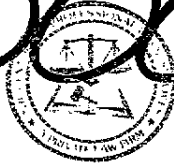


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5405 Diplomat Cir., Ste. 201
Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
A Private, Full Service Law Firm

Phone (407) 647-7887
Facsimile (407) 647-5396

January 28, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Roctel
Telecom Technology, Inc.

Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Telecom Technology, Inc. and a check for \$70.00 to cover the filing fee.

Please file the Articles of Incorporation and return the copy marked as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,

Richard D. Baxter

Richard D. Baxter, Esq.

cc: Mr. Reginald O. Cabbage

Rmc
2/13/98

FILED
98 FEB 13 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/28/98



5405 Diplomat Cir., Ste. 201
Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
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February 10, 1998

Ms. Wanda Sampson, Document Specialist
Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Your Letter No. 298A00006079

Dear Ms. Sampson:

Thank you for your referenced letter dated February 3, 1998 informing us of the conflict with the corporate name "Telecom Technology, Inc." The new name we wish to use is ROCTEL Technology, Inc.

Enclosed for filing is the original and a copy of the Articles of Incorporation of ROCTEL Technology, Inc. Our check for \$70.00 to cover the filing fee was submitted with our January 28, 1998 letter.

Please file the Articles of Incorporation and return the copy marked as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,

Richard D. Baxter, Esq.

cc: Mr. Reginald O. Cabbage



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
5405 DIPLOMAT CIR., SUITE 201
ORLANDO, FL 32810

SUBJECT: TELECOM TECHNOLOGY, INC.
Ref. Number: W98000002431

We have received your document for TELECOM TECHNOLOGY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 298A00006079

ARTICLES OF INCORPORATION

OF

ROCTEL TECHNOLOGY, INC.

FILED

98 FEB 13 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

ROCTEL Technology, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 3176 Floral Way East, Apopka, Florida 32703.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810. The name of the initial Registered Agent of this Corporation at that address is Richard D. Baxter.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and street address of the member of the first Board of Directors is:

Reginald O. Cabbage
3176 Floral Way East
Apopka, Florida 32703

The member of the First Board of Directors shall hold office until his successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

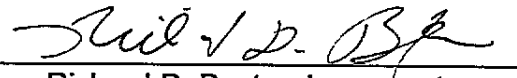
ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Richard D. Baxter and his street address is: 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of February, 1998.



Richard D. Baxter, Incorporator

ROCTEL Technology, Inc.
Certificate Of Designation Of
Registered Agent And Registered Office

FILED
98 FEB 13 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:


1. The name of the Corporation is: ROCTEL Technology, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Richard D. Baxter, 5405 Diplomat Circle, Suite 201, Orlando, FL 32810.

ROCTEL Technology, Inc.

By: 
Richard D. Baxter, Incorporator

Acceptance By Registered Agent

Having been named the Registered Agent of ROCTEL Technology, Inc., 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, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.


Richard D. Baxter, Registered Agent
Dated: February 10, 1998