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*EMINENT DOMAIN
**CONSTRUCTION LITIGATION
**REAL PROPERTY LAW
***COMMERCIAL LITIGATION
***CORPORATE TRANSACTIONS

OUR FILE NO. 1744-2

February 12, 1998

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

400002431844--2
-02/16/98--01107--020
****122.50 ****122.50

Re: Articles of Incorporation of COS Frequency Products, Inc.

Dear Sir or Madam:

Enclosed herewith please find the duplicate original Articles of Incorporation for the above-captioned corporation. Also enclosed is our Firm's check in the amount of \$122.50 for the filing fees.

Please forward to us the certified copy of the Articles of Incorporation. Thank you for your courtesy and cooperation in this matter.

Sincerely,

Harris N. Dvres

Harris N. Dvres

PLU:plu
Enclosures: 2 Articles of Incorporation
1 Check for \$122.50

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FILED
98 FEB 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-11-98

**ARTICLES OF INCORPORATION
OF
COS FREQUENCY PRODUCTS, INC.**

FILED
98 FEB 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of COS Frequency Products, Inc., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Office

The name of the corporation shall be COS Frequency Products, Inc., and the corporate address shall be 200 East Robinson Street, Suite 1250, Orlando, FL 32801.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purposes

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of a single class of common stock, \$1.00 par value per share.

ARTICLE V

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 200 East Robinson Street, Suite 1250, Orlando, FL 32801, and the initial Registered Agent at such address is Harris N. Dvores, Esq.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is four (4). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Bruce Wright
3045 Barnwood Crossing
Duluth, GA 30097

Thomas Payne
340 S. Kimberley Ct.
Cedar City, UT 84720

Roger Dahart
1377 Camino Robles Way
San Jose, CA 95120

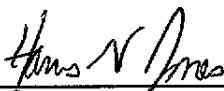
Wayne Klusmeier
1A Springleaf Avenue
Singapore, 788419
Republic of Singapore

ARTICLE VII

Incorporator

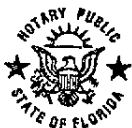
The name and address of the sole incorporator of the corporation is: Harris N. Dvores, Esq. 200 East Robinson Street, Suite 1250, Orlando, FL 32801.

IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 12th day of February, 1998.

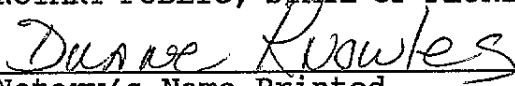

Harris N. Dvores, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of February 1998 by Harris N. Dvores, who is personally known to me and who executed the foregoing Articles of Incorporation.



DUANE KNOWLES
My Commission CC529694
Expires Feb. 01, 2000


NOTARY PUBLIC, STATE OF FLORIDA

Notary's Name Printed

**ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 12th day of February, 1998.


Harris N. Dvores, Esq.
Registered Agent