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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FLASH TECHNOLOGY, INC.

AUDIT NUMBER.....H98000012413

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

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

EMPIRE

SUBJECT: FLASH TECHNOLOGY, INC.
REF: W98000015293

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Letter Number: 998A00036106

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**ARTICLES OF INCORPORATION OF
FLASH TECHNOLOGY, INC.**

**ARTICLE I.
NAME**

The name of the Corporation shall be: FLASH TECHNOLOGY,
INC., its principal place of business of this Corporation shall be:

3200 N.E. 14th Street
Pompano Beach, FL 33062

**ARTICLE II.
DURATION**

This Corporation shall exist perpetually commencing on
the date these Articles are filed.

**ARTICLE III.
NATURE OF BUSINESS**

This corporation may engage or transact in any or all
lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state, country,
territory or nation.

**ARTICLE IV.
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of
\$.01 par value common stock which shall be designated "Common
Stock".

**ARTICLE V.
ADDRESS**

The street address of the initial Registered Office of
the Corporation shall be 3200 N.E. 14th Street, Pompano Beach,
Florida 33062. The name of the initial Registered Agent of the
Corporation at that address is: Donald S. Goldrich

Prepared By:

Donald S. Goldrich, P.A.
3200 N.E. 14th Street
Pompano Beach, FL 33062
(954) 781-1717

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**ARTICLE VI.
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Gary Cooper
3200 N.E. 14th Street
Pompano Beach, FL 33062

The name and street address of the Incorporator of these

Articles of Incorporation is: Gary Cooper
3200 N.E. 14th Street
Pompano Beach, FL 33062

**ARTICLE VII.
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

**ARTICLE VIII.
BY-LAWS**

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

**ARTICLE IX.
POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

**ARTICLE X.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

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ARTICLE XI.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1998.


Gary Cooper

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 2nd day of July, 1998.



MARY ANN RIZZO
My Commission CC491745
Expires Aug. 27, 1999


NOTARY PUBLIC

MARY ANN RIZZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

498000012413

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ACCEPTANCE OF REGISTERED AGENT OF FLASH TECHNOLOGY, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Donald S. Goldrich

By:


 Donald S. Goldrich

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Donald S. Goldrich, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 2ND day of July, 1998.



MARY ANN RIZZO
My Commission CC401745
Expires Aug. 27, 1999


 NOTARY PUBLIC

MARY ANN RIZZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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