



**MARCUS & MARCUS, P.A.**

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Richard L. Hersch  
of Counsel

July 23, 1998

P98000066425

Corporate Records Bureau  
Division of Corporations  
Department of State  
Tallahassee, FL 32301

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-07/27/98--01050--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: M & G Technologies U.S. INC.

Gentlemen:

Enclosed please find my check in the amount of \$122.50, together with original and one (1) copy of the Articles of Incorporation of M & G Technologies U.S.

Thank you for your cooperation in this matter.

Very truly yours,

MARCUS & MARCUS, P.A.

By:   
MICHAEL J. MARCUS, ESQ.

MJM/mtt/M-98-408

enclosures

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DIVISION OF CORPORATIONS  
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07-29-98

**ARTICLES OF INCORPORATION**

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DIVISION OF CORPORATIONS

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**OF**

**M & G TECHNOLOGIES U.S. INC.**

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

**ARTICLE I**

The name of the corporation shall be M & G TECHNOLOGIES U.S. INC. hereinafter referred to as the Corporation. The principal and main mailing address is as follows:

STEVE SHIVER  
200 NE 2 DRIVE  
HOMESTEAD, FL 33030

**ARTICLE II**

The duration of this corporation shall be that it exist perpetually.

**ARTICLE III**

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To engage in the electronics industry, and as such to assemble, manufacture, hold, purchase, or otherwise acquire, buy and sell, both retail and wholesale, produce, secure, receive, procure, make or otherwise dispose of, and generally deal in articles in the

electronics industry, and all other articles of merchandise of a kindred nature; and to export, import, and deal in all such articles commonly supplied or dealt in by businesses engaged in the electronics business.

B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of

its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote, and handle shares of stock in other corporations.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as

principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

#### ARTICLE IV

This corporation is authorized to issue 100 shares of common stock at no par value.

#### ARTICLE V

The initial registered agent for this corporation is **MICHAEL J. MARCUS, ESQ.** and the initial registered office is located at 317 North Krome Avenue, Homestead, FL 33030.

#### ARTICLE VI

This corporation shall have one director initially.

The number shall be fixed by the bylaws and may be changed from time to time.

#### ARTICLE VII

The name and street address of each member of the first board of directors is:

**STEVE SHIVER  
200 NE 2 DRIVE  
HOMESTEAD, FL 33030**

he shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

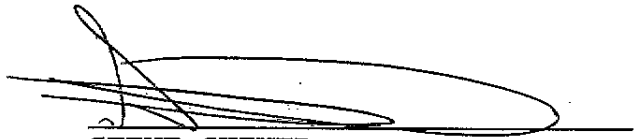
The name and street address of the incorporator is:

STEVE SHIVER  
200 NE 2 DRIVE  
HOMESTEAD, FL 33030

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


DATED this 23<sup>rd</sup> day of July, 1998.

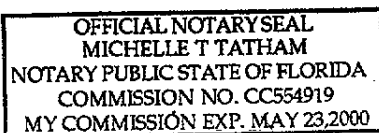
  
STEVE SHIVER

STATE OF FLORIDA     )  
                                  ss.  
COUNTY OF DADE     )

The foregoing instrument was sworn to and acknowledged before me on the 23<sup>rd</sup> day of July, 1998, by STEVE SHIVER, who has produced FL. DRIVER'S LICENSE as identification.

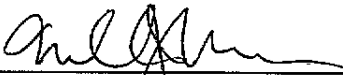
My Commission Expires:

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large



**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
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MICHAEL J. MARCUS, ESQ.

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DIVISION OF CORPORATIONS  
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