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ACCOUNTING AND TAX SOLUTIONS

4931 N. UNIVERSITY DRIVE LAUDERHILL FL 33351 TEL 954-7469224 FAX 954-7469403

OCTOBER 18, 1998.

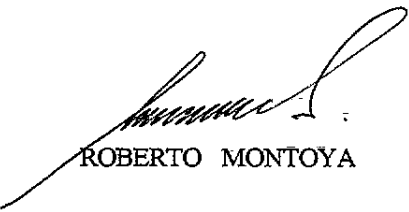
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 GAINS STREET
TALLAHASSEE, FL 32399

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*****78.75 *****78.75

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR
PARTES TECNICAS ELECTRONICAS INC. A FOR PROFIT CORPORATION,
I AM ALSO INCLUDING A CHEK TO COVER THE FILING EXPENSES.
Translation: Technical Electronic Parts, Inc.

WE WILL APPRECIATE VERY MUCH A PROMPT PROCESSING OF THIS
CORPORATION. IF YOU HAVE ANY QUESTIONS PLEASE DO NO HESITATE
TO GET IN TOUCH WITH ME.

YOURS TRULY,


ROBERTO MONTOYA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 AM 10:57

B. BROCK OCT 22 1998

**ARTICLE OF INCORPORATION
OF
PARTES TECNICAS ELECTRONICAS INC**

ARTICLE ONE

NAME

THE NAME OF THIS CORPORATION SHALL BE: **PARTES TECNICAS ELECTRONICAS INC.**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

2301 NORMANDIN DRIVE
MIAMI BEACH FL 33141

ARTICLE TWO

NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY BUSINESS ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS OCTOBER 22, 1998.

ARTICLE FOUR

MINIMUM CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN ONE THOUSAND DOLLARS (\$1,000.00), OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW.

ARTICLE FIVE

OFFICERS DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS, BUT SHALL NEVER BE LESS THAN ONE (1).
THE INITIAL DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:
JORGE MARLON BOLIVAR 2301 NORMANDIN DRIVE, MIAMI BEACH FL 33141

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ARTICLE SIX

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE SEVEN

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

- A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.
- B. AUTHORIZED: THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 100.
- C. PAR VALUE: EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF : \$ 10.00.
- D. CONSIDERATION: SHARES OF COMMON STOCK MAY BE ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY COMBINATION OF THE FOREGOING. IN THE ABSENCE OF FRAUD IN THE TRANSACTION, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.
- E. NON-ASSESSABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NON-ASSESSABLE/
- F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION.
- G. CUMULATIVE VOTING: NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF CUMULATIVE VOTING.
- H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.
- I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF THE LIQUIDATION OF DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

ARTICLE EIGHT


INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

JORGE MARLON BOLIVAR 2301 NORMANDIN DRIVE, MIAMI BEACH FL 33141

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 22 DAY OF OCTOBER 1998.

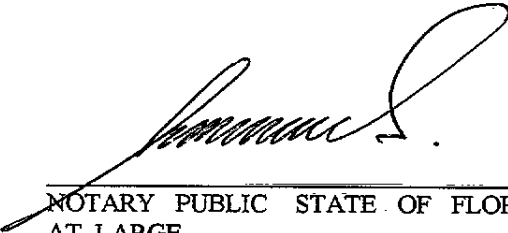
SIGNATURE OF INCORPORATOR

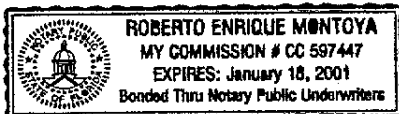


STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AN SWORN BEFOR ME THIS 18 DAY OF OCTOBER 1998, BY JORGE MARLON BOLIVAR(INCORPORATOR) OF PARTES TECNICAS ELECTRONICAS INC



NOTARY PUBLIC STATE OF FLORIDA
AT LARGE
MY COMMISSION EXPIRES:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PARTES TECNICAS ELECTRONICAS INC

2. The name and address of the registered agent and office is:

JORGE MARLON BOLIVAR

(Name)

2301 NORMANDIN DRIVE


(P.O. Box not acceptable)

MIAMI BEACH FL 33141

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for 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, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

