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May 13, 1999

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FILED
99 MAY 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

000002877580-1
-05/17/99-01118-009
***128.75 ***128.75

Gentlemen:

Enclosed please find the following items:

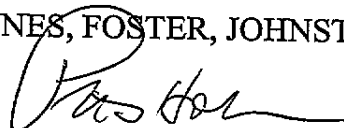
1. Our firm's check in the amount of \$128.75;
2. Articles of Incorporation;
3. Certificate of Domestication; and
4. Certificate Designating Place of Business.

Please file the above documents and forward certified copies to us in the self-addressed stamped envelope.

Please call if you have any questions or problems.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.



Peter S. Holton

PSH:ksr

Enclosures

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F. CHESSEN

MAY 19 1999

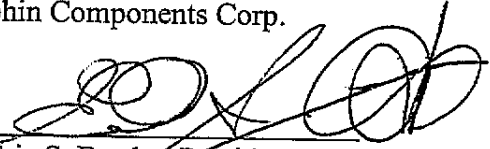
CERTIFICATE OF DOMESTICATION

FILED
MAY 11 9:10 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607. 1801, Florida Statutes, Eric S. Broder, as President of Dolphin Components Corp. (the "Corporation"), certifies as follows:

1. The Corporation was incorporated on June 11, 1981, under the laws of the State of New York.
2. The name of the Corporation immediately prior to the filing of this Certificate with the Florida Department of State was Dolphin Components Corp.
3. The name of the Corporation as set forth in Article I of the Articles of Incorporation filed with the Florida Secretary of State in conjunction with this Certificate is Dolphin Components Corp.
4. Immediately prior to the filing of this Certificate with the Florida Department of State, the principal place of business of the Corporation was Setauket, New York.
5. Eric S. Broder, President of the Corporation certifies that he is authorized to execute this Certificate and file it with the Florida Department of State.

Dolphin Components Corp.

By: 
Eric S. Broder, President

ARTICLES OF INCORPORATION
OF
DOLPHIN COMPONENTS CORP.

FILED
MAY 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, and file these Articles:

ARTICLE I

Name

The name of this corporation shall be Dolphin Components Corp.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful
business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 200 shares of common
stock.

ARTICLE IV

Principal Office and Mailing Address

The principal office and the mailing address of this corporation is 10-3 Technology Drive, Setauket, New York 11733.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Peter S. Holton, located at the Registered Office of the corporation at Suite 1100, 505 S. Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE VI

Officers

The officers of the corporation who shall conduct the business of the corporation until their successors are elected and qualified shall be:

Eric S. Broder	President
Eric S. Broder	Secretary

ARTICLE VII

Incorporator

The name and address of the incorporator is:

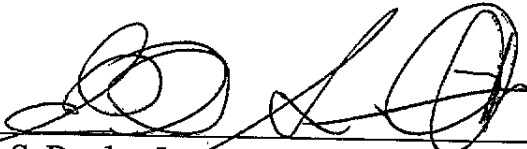
Eric S. Broder 10-3 Technology Drive,
Setauket, New York 11733

ARTICLE VIII

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) (has/have) subscribed to these Articles of Incorporation this 27th day of April, 1999.


Eric S. Broder, Incorporator

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That Dolphin Components Corp. has named Peter S. Holton, located at the
Registered Office of the corporation at Suite 1100, 505 S. Flagler Drive, West Palm Beach,
Florida 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.


Peter S. Holton, Registered Agent

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MAY 17 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA