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JAY E. KAUFFMAN

**ATTORNEY AT LAW
12823 80TH AVENUE NORTH
SEMINOLE, FL 33776
(727) 381-5999**

July 29, 1999

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-09/17/99-01047-011
****122.50 ****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

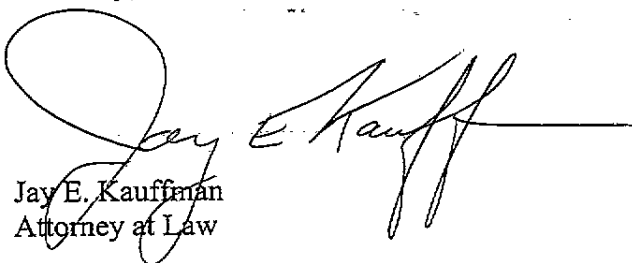
Reference: ACTRON PRECISION, INC.

Enclosed are the Articles of Incorporation for the above referenced corporation and our check in the amount of \$122.50 to cover the following:

State Charter Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

We would appreciate your filing the Articles, certifying them to us as the Articles of Incorporation and returning them to us.

Sincerely,


Jay E. Kauffman
Attorney at Law

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ACTRON PRECISION, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I --NAME

The name of the corporation shall be: ACTRON PRECISION, INC.
The address of the principal office of this corporation shall be 13089 60TH STREET NORTH, CLEARWATER, FLORIDA 33760, and the mailing address of the corporation shall be the same.

ARTICLE II - 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 III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 13089 60TH STREET NORTH, CLEARWATER, FLORIDA 33760, and the name of the initial registered agent of the corporation at that address is Larry G. Weinfeld.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The name and addresses of the initial members of the Board of Directors are:

Larry G. Weinfeld	13089 60 TH Street North, Clearwater, Florida 33760
Deborah Hunter	146 Woodside Court Safety Harbor, Florida 34695
Jeffrey Bandoni	14593 Iroquois Avenue Largo, Florida 33774
Burt Nazelrod	8539 78 th Terrace North Largo, Florida 33777

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold offices for the first year of the corporation, or until their successors are elected or appointed are: President and

CEO - Larry G. Weinfeld
13089 60TH Street North,
Clearwater, Florida 33760

Vice President - Financing; Secretary;

And Treasurer - Deborah Hunter
146 Woodside Court
Safety Harbor, Florida 34695

Vice President of

Manufacturing - Jeffrey Bandoni
14593 Iroquois Avenue
Largo, Florida 33774

Vice President of

Sales - Burt Nazelrod
8539 78th Terrace North
Largo, Florida 33777

ARTICLE VIII - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights.

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ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Larry G. Weinfeld 13089 60TH Street North,
Clearwater, Florida 33760

IN WITNESS HEREOF, the undersigned has set his hand and seal
on August 1, 1999.

Larry G. Weinfeld

ACCEPTANCE OF REGISTERED AGENT DESIGNATION IN
ARTICLES OF INCORPORATION

Larry G. Weinfeld, who maintains an office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.

Larry G. Weinfeld