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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**american superior electronics, inc.**

Certificate of Status	0
Certified Copy	1
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B. McKnight

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**ARTICLES OF INCORPORATION**

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is: **AMERICAN SUPERIOR ELECTRONICS, INC.** The corporate mailing address is P.O. Box 6675, Miami, Florida 33172.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to enter into electronics or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

**ARTICLE III**

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is fifty (50) shares at no par value.

LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
TELEPHONE: (305) 371-6294  
FLORIDA BAR NO: 104540

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**ARTICLE IV**

This corporation shall have perpetual existence.

**ARTICLE V**

The street address of the initial registered office of this corporation is:  
19 West Flagler Street, Suite 602, Biscayne Building, Miami, Florida 33130-4477,  
and the name of the initial registered agent of this corporation at that  
address is: BRIAN R. HERSH.

**ARTICLE VI**

This corporation shall have one director(s) initially. The number of  
directors may be either increased or diminished from time to time by the by-  
laws, but shall never be less than one. The name(s) and the address(es) of the  
initial director(s) of this corporation is (are):

OSCAR GONZALEZ

P.O. Box 6675  
Miami, FL 33172

**ARTICLE VII**

The name and address of the person signing these Articles is:

Kim Tote, Asst. Secretary

19 W. Flagler St., #602  
Miami, Florida 33130

LAW OFFICES  
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**ARTICLE VIII**

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

**ARTICLE IX**

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 12th day of October, 1999.

  
\_\_\_\_\_  
KIM TOTE, ASST. SECRETARY

LAW OFFICES  
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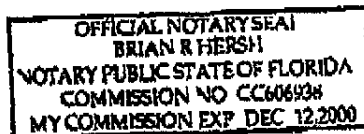
STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared **KIM TOTE**, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and (s)he (they) acknowledged before me that (s)he they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of October, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR 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:

First--That **AMERICAN SUPERIOR ELECTRONICS, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **BRIAN R. HERSH**, located at 19 West Flagler Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

  
**BRIAN R. HERSH**  
 (Registered Agent)

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