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December 15, 1999
Via Express Mail

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/20/99--01121--005
*****78.75 *****78.75

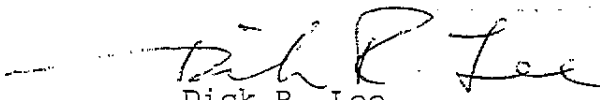
Re: 1. CNH INTERNATIONAL CORPORATION
2. TELESONIC INTERNATIONAL CORPORATION

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for each of the above-referenced corporations along with two checks each in the amount of \$78.75 covering \$70.00 filing fees and \$8.75 certified copies fees.

For your convenience, we have enclosed an Express Mail return label and envelope, charging our account, for your use to send the certified copy to us.

Very truly yours


Dick R. Lee

Enclosures

DRL/mjb.23

EFFECTIVE DATE
12-15-99

FILED
99 DEC 20 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 12/23

ARTICLES OF INCORPORATION
OF
TELESONIC CORPORATION

FILED
99 DEC 20 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is TELESONIC CORPORATION.
The mailing address is: 13876 S.W. 56 Street, Suite 286, Miami,
Florida 33175.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The
Corporation shall commence existence on 12/15/99.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities
or business permitted under the Laws of the United States and
Florida.

EFFECTIVE DATE
12-15-99

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is
authorized to have outstanding at any time is 1,000 shares of
common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be
13876 S.W. 56 Street, Suite 286, Miami, Florida 33175, and the
initial registered agent of this Corporation at such office shall

be Timothy Yu who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Timothy Yu	13876 S.W. 56 Street, Suite 286 Miami, Florida 33175

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Timothy Yu	13876 S.W. 56 Street, Suite 286 Miami, Florida 33175



TIMOTHY YU
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TELESONIC CORPORATION at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

DATED this 15 day of Dec., 1999.


TIMOTHY YU

De.24271

FILED
99 DEC 20 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA