

CERTIFICATE OF INCORPORATION

of.

THE TECHNICAL MATERIEL CORPORATION

Pursuant to Article two of the Stock Corporation Law.

WE, THE UNDERSIGNED, for the purpose of forming  
a corporation pursuant to Article two of the Stock Corporation  
Law of the State of New York, certify:

FIRST:- The name of the Corporation shall be THE  
TECHNICAL MATERIEL CORPORATION.

SECOND:- The purposes for which it is to be formed  
are:

To buy, sell, and otherwise deal in electronic  
equipment and supplies, and any and all other merchandise  
of any description, nature or character whatsoever as  
principals or agents or either and to carry on the business  
of representing manufacturers of such equipment and supplies,  
technical products and goods, wares and merchandise of all  
kinds.

To take, buy, exchange, lease or otherwise acquire  
real estate and any interest or right therein, and to hold,  
own, operate, control, maintain, manage and develop the same  
and to construct, maintain, alter, manage and control directly  
or through ownership of stock in any other corporation any  
and all kinds of buildings, stores, offices, warehouses, mills,  
shops, factories, machinery and plants, and any and all other  
structures and erections which at any time may be necessary,  
useful or advantageous for the purposes of this corporation.

To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal or equitable interests therein.

To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, and every kind of personal property, including patents and patent rights, chattels, easements, privileges and franchises which may lawfully be purchased, sold, produced or dealt in by corporations under the statutes of the State of New York.

To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its, stocks, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

To do any or all of the foregoing in all parts of the world and either as principal or agent; to do everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or thing indirectly or directly incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part thereof.

This corporation shall have the power to conduct its business in all its branches in the State of New York or any other State of the United States and in all foreign countries and generally do all acts or things and to exercise all its powers, now or at any time hereafter authorized by law, necessary or proper, directly or indirectly, to carry on the business of this corporation or to promote, further or otherwise aid in the achieving of the objects and purposes for which this corporation is formed.

To conduct or transact any other business which may be capable of being profitably carried on in connection with the business of the corporation or which is adapted to add to the value of the property of the corporation and the profits of its authorized business.

The corporation may utilize and apply its surplus earnings or profits authorized by law to be so reserved, to the purchase or acquisition of its own stock, from time to time, and in such manner as may be legal and equitable as to other stockholders, and on such terms as its Board of Directors may determine.

Without, in any particular, limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to deal with, contract with, or otherwise trade with its officers, directors and/or stockholders, in their individual capacity, and that the corporation shall not, in any way be restricted in such dealings with its officers, directors and/or stockholders in carrying out any of its enumerated or implied powers, and which now or hereafter may be authorized by the Stock Corporation Law of the State of New York.

The foregoing and following clauses shall be construed as objects in furtherance and not in limitation or restriction of the general and implied powers conferred by the laws of the State of New York; and it is hereby expressly provided that the foregoing and following enumeration of specific powers and purposes shall not be held to limit or restrict in any manner whatsoever the powers of this corporation, and that this corporation may do all and everything necessary, suitable or proper for the accomplishment, achievement or attainment of any and all of the purposes or objects hereinabove enumerated or reasonably implied either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

The corporation shall have the power to engage in the business of installings, repairing, maintaining and servicing electronic and technical equipment of all kinds and descriptions whatsoever and to carry on the business of manufacturing, dealing in, buying and selling any and all parts or equipment necessary to the business of maintaing, repairing and servicing such equipment and products.

Nothing in this certificate contained, however, shall authorize the corporation to carry on any business or exercise any powers in any state or country which a similar corporation organized under the laws of such state or country could not carry on or exercise, or to engage within or without the State of New York in the business of a lighting or a transportation corporation or in the cennon carrier business or to issue bills, notes or other evidences of debt for circulation as money.

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THIRD:- The amount of the capital stock shall be two hundred (200) shares to consist of common stock having no par value. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts, as from time to time, by resolution of the Board of Directors, may be transferred thereto.

FOURTH:- The office of the corporation shall be located in the City of New York County of New York State of New York. The address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is care of Leon Leeder, 261 Broadway, New York City 7, New York.

FIFTH:- The duration of said Corporation shall be perpetual.

SIXTH:- The number of directors shall be not less than three (3) nor more than five (5).

SEVENTH:- The names and the post office addresses of the directors until the first annual meeting of the stockholders are:-

NAMES	POST OFFICE ADDRESSES
YONE IGUCHI	R.F.D.4, Huntington, New York
LEON LEEDER	401 West End Avenue, New York City
EMANUEL STRAHL	1470 Prospect Place, Brooklyn, N.Y.

EIGHTH:- The name and post office address of each subscriber of this certificate of incorporation and a statement of the number of shares which each agrees to take in the corporation are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES
YONE IGUCHI	R.F.D. 4 Huntington, N.Y.	One
LEON LEEDER	401 West End Ave., N.Y. City	One
EMANUEL STRAHL	1470 Prospect Pl., Bklyn, N.Y.	One

NINTH:- All of the subscribers of this certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TENTH:- That the meetings of the Board of Directors shall be held in the City, County and State of New York.

ELEVENTH:- The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served within the State of New York.

IN WITNESS WHEREOF, we have made, and subscribed this certificate in triplicate this 26th day of September 19 47

*Yone Iguchi*  
*Leon Leeder*  
*Emanuel Strahl*

STATE of NEW YORK, ss:-

County of New York

On this 26th day of September, 19 47, before me personally came YONE IGUCHI, LEON LEEDER and EMANUEL STRAHL

to me known to be the persons described in and who executed the foregoing certificate of incorporation, and they thereupon severally duly acknowledged to me that they executed the same.

SIDNEY MAYS  
Notary Public State of New York  
Residing in Kings County

*Sidney Mays*  
Notary Public, County of

KINGS CO. CLK. No. 165, REG. No. 259-M-8  
N.Y. CO. CLK. No. 270, REG. No. 255-M-8  
COMMISSION EXPIRES MARCH 30, 1948

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CERTIFICATE OF INCORPORATION

OF

THE TECHNICAL-MATERIEL CORPORATION

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(PURSUANT TO ARTICLE II OF THE STOCK CORPORATION LAW)

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED SEP 29 1947  
TAX \$ 10 -  
FILING FEE \$ 40 -

BLACKSTONE STATIONERS INC.  
140 Nassau Street  
New York, New York

*Thomas J. Curran*  
SECRETARY OF STATE  
BY *[Signature]*

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