



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

CAPSTONE ELECTRONICS CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAPSTONE ELECTRONICS CORP. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CAPSTONE ELECTRONICS CORP. to transact business in this State under the name CAPSTONE ELECTRONICS CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 13, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth Bakala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SECRETARY OF STATE
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1. The name of the corporation is CAPSTONE ELECTRONICS CORP.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 15, 1989 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Prentice-Hall Corporation System, Inc. 32 Lockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 25 Hub Drive, Melville, New York 11747

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To engage in any wholesale distribution of passive electromechanical, and connector products.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Rider		

(continued on reverse)

Name	Office	Address
<u>See Attached Rider</u>		

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 11/2/90

CAPSTONE ELECTRONICS CORP.

(Corporation Name)

By Robert E. Klatell

Its President/Vice President (please specify)

Robert E. Klatell

and Wayne Brody

Its Secretary/Assistant Secretary (please specify)

Wayne Brody

STATE OF New York)

COUNTY OF Suffolk)

ss:

I, PAUL J. DeMARTINO, a notary public, do hereby certify that on this 2ND day of NOVEMBER, 19 90, personally appeared before me Robert E. Klatell, who being by me first duly sworn, declared that (s)he is the Vice President of CAPSTONE ELECTRONICS CORP.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

PAUL J. DeMARTINO
 NOTARY PUBLIC, State of New York
 No. 30-4807803
 Qualified in Nassau County
 Commission Expires Oct. 13, 1991

Paul J. DeMartino

Notary Public

Capstone Electronics Corp.
(EIN 11-2995275)

October 16, 1990

OFFICERS OF CORPORATION

DOMICILE

Stephen P. Kaufman
Chairman of the Board

Lloyd Harbor Rd, RFD1
Huntington, NY 11743

Wesley S. Sagawa
President

7803 S. Espana Way
Aurora, CO 80016

Michael J. Calabria
Vice President

7354 S. Chapparal Circle W.
Aurora, CO 80016

Thomas S. Catalano
Vice President

15 Tamarack Place
Greenwich, CT 06831

Michael A. Hart
Vice President

1215 St. Joseph Ave.
Los Altos, CA 94022

Larry W. Hedlund
Vice President

3 Woodlawn
Irvine, CA 92720

Robert E. Klatell
Vice President and
Secretary

1094 Ponus Ridge Road
New Canaan, CT 06840

Thomas E. O'Brien
Vice President

2503 McGowan Ct.
Wake Forest, NC 27587

Ray Ostlie
Vice President

3329 E. Bayaud, Number 1414
Denver, CO 80209

Wayne Brody
Assistant Secretary
and General Counsel

387 Marlborough Road
Brooklyn, NY 11226

Ira Birns
Assistant Treasurer

449 Bunker Drive
Oceanside, NY 11572

Capstone Electronics Corp.
(EIN 11-2995275)

October 16, 1990

DIRECTORS OF CORPORATION

DOMICILE

Thomas S. Catalano

15 Tamarack Place
Greenwich, CT 06831

Stephen P. Kaufman

Lloyd Harbor Rd, RFD1
Huntington, NY 11743

Robert E. Klatell

1094 Ponus Ridge Road
New Canaan, CT 06840

Dominic A. Polimeni

2 White Horse Court
East Northport, NY 11731

Wesley S. Sagawa

7803 S. Espana Way
Aurora, CO 80016

William J. Smith

25 Shore Road
Huntington Bay, NY 11743

John C. Waddell

P.O. Box 223
Old Montauk Highway
Montauk, NY 11954



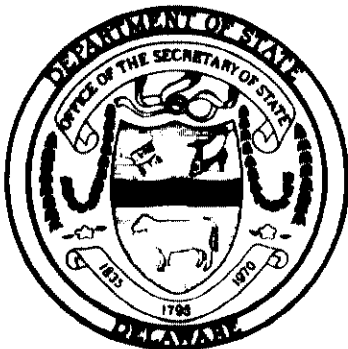
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CAPSTONE ELECTRONICS CORP. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: |2845866

DATE: 11/06/1990