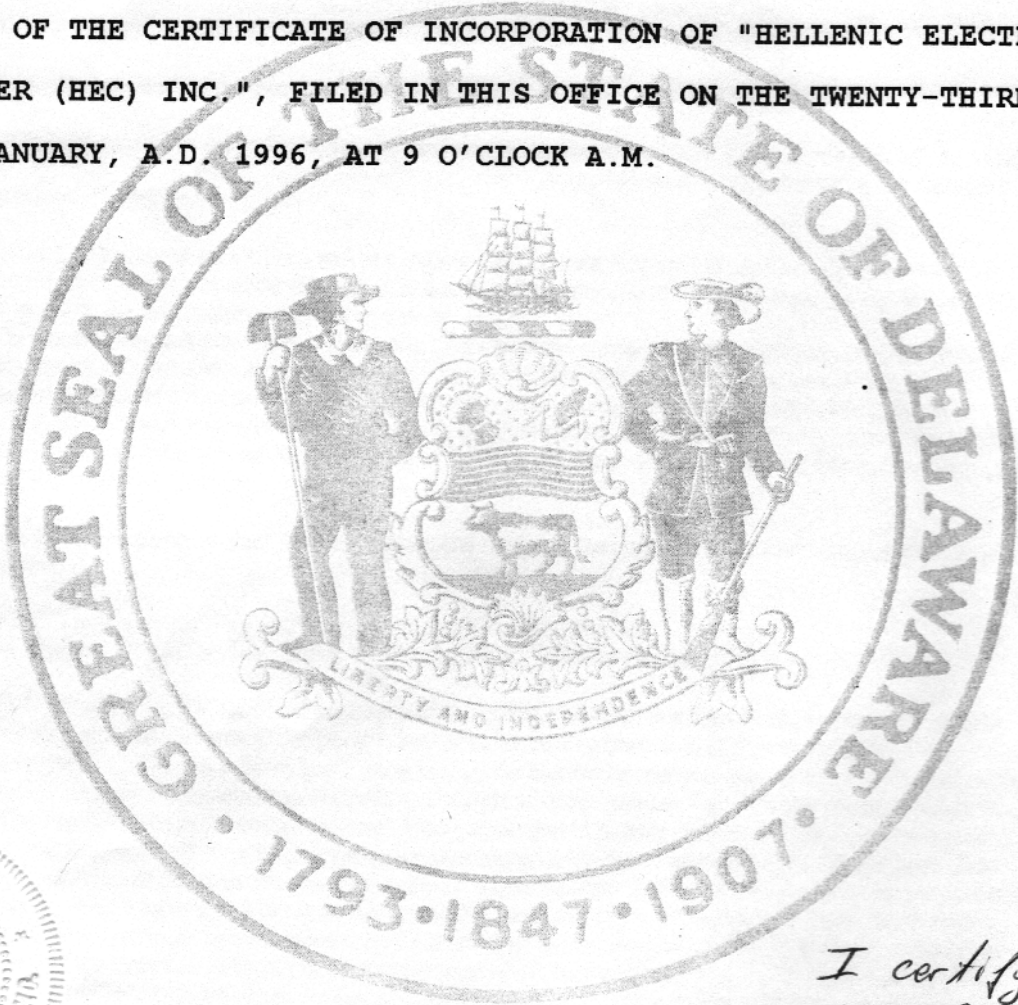


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HELLENIC ELECTRONIC CENTER (HEC) INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.



I certify that this is a TRUE COPY of the original
Thomas Vanolant

Norma Ketay
NORMA KETAY
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires November 24, 1997



Edward J. Freel

Edward J. Freel, Secretary of State

2583813 8100

AUTHENTICATION: 8354479

971063570

DATE: 03-03-97

**CERTIFICATE OF INCORPORATION
OF****HELLENIC ELECTRONIC CENTER (HEC) INC.
A NON-STOCK NON-PROFIT CORPORATION**

FIRST: The name of this corporation is HELLENIC ELECTRONIC CENTER (HEC) INC.

SECOND: Its registered office in the State of Delaware to be located at Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801, New Castle County. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Said corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), to wit;

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be stated in the By-laws.

FIFTH: The name and mailing address of the incorporator is as follows:
Regina Cephas, Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801

SIXTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The Corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have

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titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

SEVENTH: Meetings of members may be held without the State of Delaware, as the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No part of the activities of the corporation shall consist of carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

NINTH: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

ELEVENTH: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a non-profit corporation pursuant to Chapter I of Title 8 of the Delaware Code, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: JANUARY 23, 1996

Regina Cephas



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1133

STATEMENT BY INCORPORATOR OF ACTION TAKEN
IN LIEU OF ORGANIZATION MEETING OF

HELLENIC ELECTRONIC CENTER (HEC) INC.

The undersigned being the incorporator of the corporation makes the following statement of action taken to organize the corporation in lieu of an organization meeting.

By-laws regulating the conduct of the business and affairs of the corporation will be adopted and appended to this statement.

The following person(s) were appointed director(s) of the corporation until the first annual meeting of the stockholders or until their successors shall be elected or appointed and shall qualify:

THANOS VOUDOURIS
EVANGELOS RIGOS
THANASSIS ERISCOPOS

The director(s) are authorized and directed to issue from time to time the shares of capital stock of the corporation, now or hereafter authorized, wholly or partly for cash, or labor done, or services performed, or for personal property or leases thereof, received for the use and lawful purposes of the corporation, or for any consideration permitted by law, as in the discretion of the director(s) may seem for the best interests of the corporation.

Regina Cephos
