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Articles of Incorporation Filed 12-2-68

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BURNUP & SIMS INC.

Del.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
By ECM. ... 12-2-68 ...

TOM ADAMS
SECRETARY OF STATE

corp-1

December 2, 1968

Charles McClure, Esquire
Tallahassee, Florida

For: Burnup & Sims Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OK to be
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DELAWARE

SIX THOUSAND SIX HUNDRED DOLLARS
\$6,600

BURTOP & SIMS INC.

2nd
68.

December

TOM ADAMS
 SECRETARY OF STATE
 STATE OF FLORIDA

FORM FOR ALLOCATION OF AUTHORIZED CAPITAL STOCK TO THE STATE OF FLORIDA

This form must be completed and returned to the Secretary of State by any corporation doing business in more than one state and wishing to allocate a portion of its authorized capital stock to Florida upon qualifying.

A foreign corporation seeking to qualify to do business in this state must furnish this office with an authenticated copy of its article of incorporation and all amendments, a filing fee of Five Dollars (\$5), this form and a check, money order or cash for the amount of the charter tax. If the corporation does not wish to allocate to Florida, its tax is then based upon its total authorized capital stock.

The schedule for the charter tax is found in Section 608.05, Florida Statutes. The first allocation to Florida must necessarily be an estimate.

November 27, 1968

BURNUP & SIMS INC., a corporation organized under the laws of Delaware, principal office located at 129 South State Street, and establishing its principal office in Florida at 2011 Okeechobee Road, makes the following statement:

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 TALLAHASSEE, FLORIDA
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1. The nature of the corporation's business is a holding company.
2. This report is based, where possible, upon an accounting period ending September 30, 1968.

3. Book value (including goodwill) of Florida assets	\$ None
4. Amount of business transacted in Florida (estimate)	\$ None
5. SUM OF ITEMS 3 AND 4 (estimate)	\$ --
6. Book value (including goodwill) of all assets	\$2,306,719
7. Total business transacted last year	\$ None
8. SUM OF ITEMS 6 AND 7	\$2,306,719

9. (a) Number of shares of authorized capital stock 1,000,000 (b) Kind common stock.
10. Total par value of par value shares \$100,000

11. Tax computation on par value shares

(a) (Item 5) \$0	X	(10) <u>Estimated amount \$6,600</u> <u>\$100,000 = \$0 (Florida allocation)</u>
(Item 8) \$2,306,719		

(b) Multiply Florida allocation by tax schedule in Section 608.05, Florida Statutes \$0

12. Tax computation for no par shares

(a) (Item 5) \$	X	(Item 9 a) _____ = _____ (Florida allocation)
(Item 8) \$		

(b) Multiply Florida allocation by tax schedule in Section 608.05, Florida Statutes

(Signed) BURNUP & SIMS INC.

By: *Charles J. Baumann*
Vice President and Treasurer

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Personally appeared before me an officer authorized to take acknowledgments Charles J. Baumann, who states that he is Vice President and Treasurer of Burnup & Sims Inc., and that the above information is correct to the best of his knowledge.

Sworn to and subscribed before me this twenty-seventh day of November A. D., 1968.

Arthur R. Jager
Notary Public

TRP/pf

CERTIFICATE OF INCORPORATION
OF
BURNUP & SIMS INC.

FIRST: The name of this corporation is
BURNUP & SIMS INC.
(herein called the "Corporation").

SECOND: The registered principal office of the Corporation in the State of Delaware is to be located No. 129 South State Street, in the City of Dover, County of Kent. The name and address of the resident agent of the Corporation is United States Corporation Company, No. 129 South Street, Dover, Delaware.

THIRD: The nature of the business or objects or purposes to be transacted, promoted or carried on by the Corporation are as follows:

- (1) To acquire by purchase, by the exchange of stock or other securities of the Corporation in the manner permitted by law, by subscription or otherwise, and to invest in, to hold for investment or for any other purpose, and to use, sell, pledge or otherwise dispose of any stocks, bonds, notes, debentures and other securities and obligations of

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TALLAHASSEE, FLORIDA

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any person or persons, partnership, corporation or association, domestic or foreign, and while owner of any such stocks, bonds, notes, debentures or other securities or obligations, to exercise all the rights, powers and privileges of ownership, including among other things the right to vote thereon for any and all purposes.

(2) To acquire and hold the securities of companies of every kind and description.

(3) To engage in the business of electronic communications, including but not limited to the acquisition, by construction, purchase, lease or otherwise, and maintenance, leasing and operation of telephone exchange systems and public and private telephone and telegraph lines and, in general, the receiving and transmitting of communication, verbal and otherwise, by electricity and other means, for all purposes, the conducting of a telephone-telegraph and district telegraph business, the acquiring, holding, using, selling and leasing of all rights, franchises, patents, machinery and apparatus or any other thing pertaining to such business within and without the State, and the acquiring, holding, using, selling

and leasing all rights and interests in property reasonably required for the operation of such business.

(4) To manufacture, design, develop, purchase or otherwise acquire, to sell, lease, let or otherwise dispose of telephones, telephonic equipment, electronic equipment, instruments and devices of any and all types and kinds and all goods, wares, merchandise, products and supplies of all and every character.

(5) To carry on research, experimentation and development activities in connection with or related to the development, improvement, study or use of any and all types of telephones, telephonic and electronic equipment or any other category of equipment, apparatus or device, either in its own behalf, or on behalf of any other firm, person or corporation.

(6) To engage in any other form of communication business, including, but not limited to, the operation of community antennas for the receipt of television signals, through the acquisition, by construction, purchase, lease or otherwise, maintenance, leasing and operation of such antennas and

other necessary facilities, structures, and equipment, and the acquiring, holding, using, selling and leasing of all rights, franchises, patents, licenses, machinery and apparatus or any other thing pertaining to such business, and the acquiring, holding, using, selling and leasing all rights and interests in property reasonably required for the operation of such business.

(1) To purchase, construct, install, maintain, repair, dispose of, by sale, lease or otherwise, all structures, facilities, equipment, and devices necessary for the receipt of television signals and their distribution to private or institutional users.

(8) To carry on and conduct any and every kind of construction, manufacturing, distribution and service business; to manufacture, process, fabricate, rebuild, service, purchase or otherwise acquire, to design, invent or develop, to import or export, and to distribute, lease, sell, assign or otherwise dispose of and generally deal in and with raw materials, products, goods, wares, merchandise and real and personal property of

every kind and character; and to provide services of every kind and character.

(9) To engage in any and all forms of communication electronic, telephonic, or otherwise; to acquire, own and dispose of all property tangible and intangible, for the conduct of any such business, and to operate any equipment, facility, or installation for the receipt, transmission, use, or distribution of any communications signal.

(10) To conduct any lawful business, to exercise any lawful purpose and power, and to engage in any lawful act or activity for which corporations may be organized.

(11) None of the objects, purposes and powers specified in the several Paragraphs of this Article THIRD shall, except as herein otherwise expressly provided, be limited by reference to or inference from any other of said Paragraphs, and each of the objects, purposes and powers specified in this Article THIRD shall be regarded as an independent object, purpose and power.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue

is One Million Five Hundred Thousand (1,500,000) shares, of which One Million (1,000,000) shares of a par value of ten cents (\$.10) per share, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000), shall be Common Stock, and Five Hundred Thousand (500,000) shares, of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000), shall be Preferred Stock.

SECTION A: PROVISIONS RELATING TO COMMON STOCK

1. Each share of Common Stock shall have one vote and, except as provided in Section B of this Article Fourth or by resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.
2. Subject to the provisions of law and the preferences of the Preferred Stock, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
3. The Board of Directors of the Corporation is authorized to effect the elimination of shares of its Common Stock purchased or otherwise reacquired by the Corporation from the authorized capital stock or number of shares of the Corporation in the manner provided for in the General Corporation Law of the State of Delaware.
4. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amounts to which the holders of the Preferred Stock shall be entitled, to share ratably in the remaining net assets of the Corporation.

SECTION B: PROVISIONS RELATING TO PREFERRED STOCK

1. The Preferred Stock may be issued from time to time by the Board of Directors in one or more series, the shares of each series to have such designation, preferences, privileges and voting powers, and restrictions and qualifications thereof, as are stated and expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

2. Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Article Fourth, to authorize the issue of one or more series of Preferred Stock, and with respect to each such series to fix by resolution or resolutions providing for the issue of such series:

(a) The number of shares of Preferred Stock which shall comprise such series and the distinctive designation thereof;

(b) The dividend rate or rates (which may be contingent upon the happening of certain events) on the shares of such series, the date or dates, if any, from which dividends shall accumulate, and the quarterly dates on which dividends, if declared, shall be payable;

(c) Whether or not the shares of such series shall be redeemable, the limitations and restrictions with respect to such redemptions, the manner of selecting shares of such series for redemption if less than all shares are to be redeemed, and the amount, if any, in addition to any accrued dividends thereon which the holders of shares of such series shall be entitled to receive upon the redemption thereof, which amount may vary at different redemption dates and may be different with respect to shares redeemed through the operation of any retirement or sinking fund and with respect to shares otherwise redeemed;

(d) The amount in addition to any accrued dividends thereon which the holders of shares of such series shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding

up of the Corporation, which amount may vary depending on whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates;

(e) Whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether such retirement or sinking fund shall be cumulative or non-cumulative, the extent to and the manner in which such fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(f) Whether or not the shares of such series shall be convertible into or exchangeable for shares of stock of any other class or classes, or of any other series of the same class, and if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

(g) The voting powers, if any, of such series;

and

(h) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall not be inconsistent with this Section B.

3. All shares of any one series of Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates, if any, from which dividends thereon shall be cumulative; and all series shall rank equally and be identical in all respects, except that to the extent not otherwise limited in this Article Fourth any series may differ from any other series with respect to any one or more of the designations, relative rights, preferences and limitations described or referred to in the foregoing provisions of paragraph II of this Section B.

4. Before any dividends on any class or classes of stock of the Corporation ranking junior to the Preferred Stock (other than dividends payable in shares of any class or classes of stock of the Corporation ranking junior to the Preferred Stock) shall be declared or paid or

set apart for payment, the holders of shares of Preferred Stock of each series shall be entitled to such cash dividends, but only when and as declared by the Board of Directors out of funds legally available therefor, as they may be entitled to in accordance with the resolution or resolutions adopted by the Board of Directors providing for the issue of such series, payable quarterly on such dates as may be fixed in such resolution or resolutions. Such dividends shall be cumulative only if and to the extent set forth in a certificate filed pursuant to law. Dividends in full shall not be declared or paid or set apart for payment on the Preferred Stock of any one series for any dividend period unless dividends in full have been declared or paid or set apart for payment on the Preferred Stock of all series for all dividend periods terminating on the same or any earlier date. When the dividends are not paid in full on all series of the Preferred Stock, the shares of all series shall share ratably in the payment of dividends, including accumulations, if any, in proportion to the sums which would be payable on said shares if all dividends were declared and paid in full. A "dividend period" is the period between any two consecutive dividend payment dates (or, when shares are originally issued, the period from the date, if any, from which dividends are cumulative to the first dividend payment date) as fixed for a particular series. Accruals of dividends shall not bear interest.

5. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation shall be made to or set apart for the holders of shares of any class or classes of stock of the Corporation ranking junior to the Preferred Stock, the holders of the shares of each series of the Preferred Stock shall be entitled to receive payment of the amount per share fixed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of the shares of such series, plus an amount equal to all dividends accrued thereon to the date of final distribution to such holders; but they shall be entitled to no further payment. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective

amounts which would be payable on such shares if all amounts payable thereon were paid in full. For the purposes of this paragraph 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation or a consolidation or merger of the Corporation with one or more corporations shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary.

6. Shares of Preferred Stock which have been redeemed or purchased or retired through the operation of a purchase, retirement or sinking fund or which have been converted into shares of any other class or classes of stock of the Corporation ranking junior to the Preferred Stock, upon compliance with any applicable provisions of the General Corporation Law of the State of Delaware, shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part (if the terms of such series do not prohibit such reissue) or as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock the terms of which do not prohibit such reissue.

7. If at any time the Corporation shall have failed to pay dividends in full on the Preferred Stock thereafter and until dividends in full, including all accrued and unpaid dividends to the next preceding dividend payment date on the Preferred Stock outstanding, shall have been declared and set apart in trust for payment or paid, or if at any time the Corporation shall have failed to pay in full amounts payable with respect to any obligations to retire shares of the Preferred Stock, thereafter and until such amounts shall have been paid in full or set apart in trust for payment, (a) the Corporation, without the affirmative vote or consent of the holders of at least 66-2/3% of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, at which the holders of the Preferred Stock shall vote separately as a class, regardless of series, shall not redeem less than all of the Preferred Stock at such time outstanding, other than in accordance with paragraph 13 of this Section B, and (b) the Corporation shall not purchase any Preferred Stock except in accordance with a purchase offer made in writing to all holders of Preferred Stock of

all series upon such terms as the Board of Directors, in their sole discretion after consideration of the respective annual dividend rate and other relative rights and preferences of the respective series, shall determine (which determination shall be final and conclusive) will result in fair and equitable treatment among the respective series; provided that (i) the Corporation, to meet the requirements of any purchase, retirement or sinking fund provisions with respect to any series, may use shares of such series acquired by it prior to such failure and then held by it as treasury stock and (ii) nothing shall prevent the Corporation from completing the purchase or redemption of shares of Preferred Stock for which a purchase contract was entered into for any purchase, retirement or sinking fund purposes, or the notice of redemption of which was initially mailed, prior to such failure.

8. So long as any of the Preferred Stock is outstanding the Corporation

(a) Will not declare or pay, or set apart for payment, any dividends (other than dividends payable in shares of any class or classes of stock of the Corporation ranking junior to the Preferred Stock), or make any distribution, on any class or classes of stock of the Corporation ranking junior to the Preferred Stock, and will not redeem, purchase or otherwise acquire, whether voluntarily, for a sinking fund, or otherwise, any shares of any class or classes of stock of the Corporation ranking junior to the Preferred Stock, if at the time of making such declaration, payment, setting apart, distribution, redemption, purchase or acquisition the Corporation shall be in default with respect to any dividend payable on or any obligation to retire shares of Preferred Stock, provided that notwithstanding the foregoing the Corporation may at any time redeem, purchase or otherwise acquire shares of stock of any such junior class in exchange for, or out of the net cash proceeds from the concurrent sale of, other shares of stock of any such junior class;

(b) Will not, without the affirmative vote or consent of the holders of at least 66-2/3% of all the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, at which the holders of the Preferred Stock, regardless of series, shall vote separately as a class, (i) create any other class or classes of stock ranking prior to the Preferred Stock, either as to dividends or upon liquidation, or create any stock or other security convertible into or exchangeable for or evidencing the right to purchase any such stock so ranking prior to the Preferred Stock, or increase the authorized number of shares of any such other class of stock or other security, or (ii) amend, alter or repeal (by any means, including, without limitation, merger or consolidation) any of the provisions of this Section B so as adversely to affect the preferences, rights or powers of the Preferred Stock;

(c) Will not, without the affirmative vote or consent of the holders of at least 66-2/3% of any series of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, at which the holders of such series of the Preferred Stock shall consent or vote separately as a class, amend, alter or repeal (by any means, including, without limitation, merger or consolidation) any of the provisions herein or in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series so as adversely to affect the preferences, rights or powers of the Preferred Stock of such series; and

(d) Without the affirmative vote or consent of the holders of at least a majority of all the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, at which the holders of the Preferred Stock, regardless of series, shall vote separately as a class, (i) increase the authorized amount of the Preferred Stock, (ii)

create any other class or classes of stock ranking on a parity with the Preferred Stock, either as to dividends or upon liquidation, or create any stock or other security convertible into or exchangeable for or evidencing the right to purchase any such stock ranking on a parity with the Preferred Stock, or increase the authorized number of shares of any such other class of stock or other security, or (iii) voluntarily dissolve the Corporation;

provided, however, that any vote or consent required by clause (ii) of subparagraph (b) above may be given or made effective by the filing of an appropriate amendment of the Corporation's Certificate of Incorporation without obtaining the vote or consent of the holders of the Common Stock of the Corporation, the right to give such vote or consent being expressly waived by holders of such Common Stock, unless the action to be taken would adversely affect the preferences, rights or powers of the Common Stock; and provided further that any vote or consent required by subparagraph (c) above may be given and made effective by the filing of any appropriate amendment of the Corporation's Certificate of Incorporation without obtaining the vote or consent of the holders of any other series of the Preferred Stock or Common Stock of the Corporation, the right to give such vote or consent being expressly waived by all holders of such other series of Preferred Stock and Common Stock, unless the action to be taken would adversely affect the preferences, rights or powers of such other series of Preferred Stock or Common Stock, as the case may be.

9. Whenever dividends payable on all shares of the Preferred Stock shall be in default in an aggregate amount equal to six full quarterly dividends on the shares of all Preferred Stock then outstanding, the number of directors then constituting the Board of Directors of the Corporation shall ipso facto be increased by two, and the holders of the Preferred Stock shall have, in addition to any other voting rights, the exclusive and special right, voting separately as a class and without regard to series, to elect two directors of the Corporation to fill such newly created directorships. Whenever such right of the holders of the Preferred Stock shall have vested, such right may be exercised initially either at a special meeting of such holders of the

Preferred Stock called as provided in paragraph 10 of this Section B, or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders. The right of the holders of the Preferred Stock voting separately as a class to elect members of the Board of Directors of the Corporation as aforesaid shall continue until such time as all dividends accumulated on all series of Preferred Stock to the dividend payment date next preceding the date of any such determination shall have been paid in full, or declared and set apart in trust for payment, at which time the special right of the holders of the Preferred Stock so to vote separately as a class for the election of directors shall terminate, subject to revesting in the event of each and every subsequent default in an aggregate amount equal to six full quarterly dividends as above provided. Upon such termination the number of directors constituting the Board of Directors shall be reduced as provided in paragraph 12 of this Section B.

10. At any time when such special voting power shall have vested in the holders of the Preferred Stock as provided in paragraph 9 of this Section B, a proper officer of the Corporation shall, upon the written request of the holders of record of at least 10% in interest of the Preferred Stock then outstanding, regardless of series, addressed to the Secretary of the Corporation, call a special meeting of the holders of the Preferred Stock for the purpose of electing directors. Such meeting shall be held at the earliest practicable date at the place for the holding of annual meetings of stockholders of the Corporation. If such meeting shall not be called by the proper officers of the Corporation within twenty days after personal service of the said written request upon the Secretary of the Corporation, or within twenty days after mailing the same within the United States of America, by registered mail addressed to the Secretary of the Corporation at its principal office, then the holders of record of at least 10% of the Preferred Stock then outstanding, regardless of series, may designate in writing one of their number to call such meeting at the expense of the Corporation, and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders and shall be held at the place for the holding of annual meetings of stockholders of the Corporation. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of

causing meetings of stockholders to be called pursuant to these provisions. Notwithstanding the provisions of this paragraph 10, no such special meeting shall be called during the period within ninety days immediately preceding the date fixed for the next annual meeting of stockholders.

11. At any meeting held for the purpose of electing directors at which the holders of the Preferred Stock shall have the special right, voting separately as a class and without regard to series, to elect directors as provided in paragraph 9 of this Section B, the presence, in person or by proxy, of the holders of 33-1/3% of the Preferred Stock then outstanding shall be required to constitute a quorum of such class for the election of any director by the holders of the Preferred Stock as a class. At any such meeting or adjournment thereof, (a) the absence of a quorum of the Preferred Stock shall not prevent the election of directors other than those to be elected by the Preferred Stock voting as a class and the absence of a quorum for the election of such other directors shall not prevent the election of the directors to be elected by the Preferred Stock voting as a class, and (b) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect from time to time without notice other than announcement at the meeting until a quorum shall be present.

12. During any period when the holders of the Preferred Stock have the right to vote as a class for directors as provided in paragraph 9 of this Section B, (a) the directors so elected by the holders of the Preferred Stock shall continue in office until their successors shall have been elected by such holders or until termination of the right of the holders of the Preferred Stock to vote as a class for directors, and (b) any vacancies in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class or classes of stock which elected the director whose office shall have become vacant. Immediately upon any termination of the right of holders of the Preferred Stock to vote as a class for directors as provided in paragraph 9 of this Section B, (a) the term of office of the directors then in office so elected by the holders

of the Preferred Stock shall terminate, and (b) the number of directors shall be such number as may be provided for in the by-laws irrespective of any increase made pursuant to the provisions of said paragraph 9.

13. If in any case the amounts payable with respect to any obligations to retire shares of the Preferred Stock are not paid in full in the case of all series with respect to which such obligations exist, the number of shares of each such series to be retired pursuant to any such obligations shall be in proportion to the respective amounts which would be payable on account of such obligations if all amounts payable in respect of such series were discharged in full.

14. The term "class or classes of stock of the Corporation ranking junior to the Preferred Stock" shall mean the Common Stock referred to in Section A of this Article Fourth and any other class or classes of stock of the Corporation hereafter authorized which shall rank junior to the Preferred Stock as to dividends or upon liquidation.

SECTION C: GENERAL

Subject to the provisions of law, the Corporation may issue shares of its Common Stock or Preferred Stock, from time to time, for such consideration (not less than the par value or stated value thereof) as may be fixed by the Board of Directors, which is expressly authorized to fix the same in its absolute and uncontrolled discretion subject as aforesaid. Shares so issued, for which the consideration has been paid or delivered to the Corporation, shall be deemed fully-paid stock, and shall not be liable to any further call or assessments thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

No holder of shares of stock of the Corporation of any class now or hereafter authorized shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of securities convertible into or evidencing the right to purchase stock of any class whatsoever, whether the stock be of the same class as may be held by such stockholder, whether now or hereafter authorized, or whether issued for cash or otherwise.

FIFTH: The name and mailing address of the incorporator is as follows:

Charles J. Baumann
1919 Bell Lane
West Palm Beach, Florida 33406

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws.

(2) Election of directors need not be by ballot unless the By-Laws so provide.

(3) The Board of Directors shall have power to make, alter or repeal the By-Laws of the Corporation except as provided therein.

(4) The Corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in the manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation. The Corporation may indemnify, to the full extent it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of, or participant in, another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this paragraph (4) shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee, agent or participant and shall inure to the benefit of the heirs, executors and administrators of such a person.

(5) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of, or participant in, another corporation, partnership, joint venture, trust and other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the

provisions of paragraph (4) above or otherwise.

SEVENTH: 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 law, and all rights conferred upon stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 11th day of July, 1968.

Charles J. Baumann (L.S.)
Charles J. Baumann

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 24th day of July, 1968, personally came before me, *Katharine Eagan* a Notary Public in and for the County and State aforesaid, CHARLES J. BAUMANN, party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be the act and deed of the signer, and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Katharine Eagan

KATHARINE EAGAN
Notary Public, State of New York
No. 24-1062250
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1969



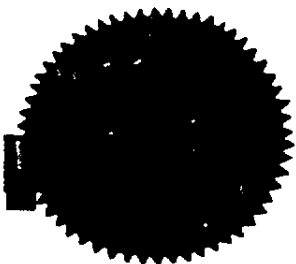
State of Delaware



Office of Secretary of State

I, Elisha C. Duker, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "BURNUP & SIMS INC.", as received and filed in this office the twenty-sixth day of July, A.D. 1968, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-sixth day of July in the year of our Lord one thousand nine hundred and sixty-eight.



Elisha C. Duker

Secretary of State

A. L. Downs

Asst. Secretary of State