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JOSEPH R. FIELDS, JR., P. A.  
LAWYER

JOSEPH R. FIELDS, JR.  
TELEPHONE (407) 832-5655  
FACSIMILE (407) 835-8662

SUITE 1450 • NORTHBRIDGE CENTRE • 515 NORTH FLAGLER DRIVE • WEST PALM BEACH, FLORIDA 33401

July 31, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100001552541  
08/03/95--01023--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Worldwide Dynamics, Inc.  
Our File No. 95-311

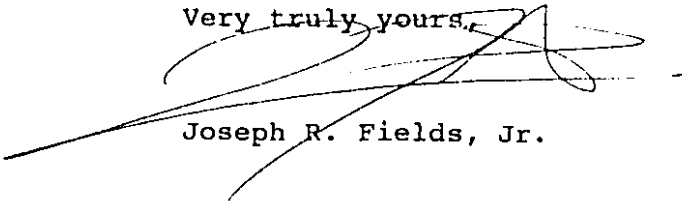
Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named proposed for-profit Florida corporation. Further, I have enclosed a check in the amount of \$122.50 in payment of the filing fee, certified copy fee and registered agent designation.

Please file the enclosed Articles of Incorporation and return a certified copy to me in the self-addressed stamped envelope also enclosed herewith.

Thank you for your attention to this request.

Very truly yours,

  
Joseph R. Fields, Jr.

JRF/dln  
Enclosures

SN  
8/3/95

TALLAHASSEE, FLORIDA

55 AUG -3 PM 1:38

FILED

ARTICLES OF INCORPORATION **FILED**  
OF 05 AUG -3 PM 1:38  
WORLDWIDE DYNAMICS, INC. COUNTY OF BAY  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is to be WORLDWIDE DYNAMICS, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in the operation of mobile computerized dynamometer services; and
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can,

in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

##### Capital Stock

1. The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and/or labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE V

##### Initial Principal Business Address

The initial principal business address of the corporation shall be 4927 Clock Road, Lake Worth, Florida 33463.

ARTICLE VI

Initial Registered Agent and Office of Registered Agent

The street address of the initial registered office of the corporation is 515 North Flagler Drive, Suite 1450, West Palm Beach, Florida 33401. The name of the registered agent at such address is JOSEPH R. FIELDS, JR., ESQUIRE.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
MARK S. CRESSWELL, President/ Secretary/Treasurer	c/o Joseph R. Fields, Jr., Esq. 515 North Flagler Drive Suite 1450 West Palm Beach, Florida 33401

ARTICLE VIII

Incorporation

The name and address of the person signing these Articles of Incorporation is MARK S. CRESSWELL, c/o Joseph R. Fields, Jr., Esquire, 515 North Flagler Drive, Suite 1450, West Palm Beach, Florida 33401.

## ARTICLE IX

### Restrictions on Transfer of Corporate Stock

The corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on file in the registered office of the corporation.

## ARTICLE X

### Shareholders' Preemptive Rights

The corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any corporate obligations which are convertible into or exchangeable for any stock of the corporation, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XI

### Director's Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the

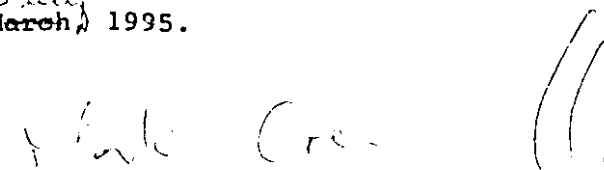
exception of those matters specifically set forth in the By-Laws of this corporation.

ARTICLE XII

Amendment


The corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 26 day of <sup>July</sup> ~~March~~, 1995.

  
\_\_\_\_\_  
MARK S. CRESSWELL

BEFORE ME, an officer duly authorized to take acknowledgements, this day appeared MARK S. CRESSWELL, who acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 26 day of <sup>July</sup> ~~March~~, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida ~~at Large~~

n.c

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That WORLDWIDE DYNAMICS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation in the city of Lake Worth, Florida, has named JOSEPH R. FIELDS, JR., ESQUIRE, located at 515 North Flagler Drive, Suite 1450, West Palm Beach, Florida 33401, as its agent to accept service of process for the corporation within this State.

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOSEPH R. FIELDS, JR., ESQUIRE

TALLAHASSEE, FLORIDA

55 AUG - 3 PM 1:38

FILED