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**ROPIAM HAIK**  
BOUNNITION & KAUFMAN, LTD.  
INCLUDING THE LAW PRACTICE OF  
MARDON, PENWICK & LAWRENCE, ESTABLISHED 1881

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June 14, 1996

Secretary of State  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **SERVOWATCH, INC.**  
Our File Number: **25645-001**

700001865137  
-06/18/96--01089--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

700001865137  
-06/18/96--01089--007  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Dear Sirs:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above company;
2. Our firm's check in the amount of \$122.50 to cover the filing fee; and
3. Our firm's check in the amount of \$8.75 the fees for a certificate of status.

Please expedite the formation of the referenced corporation and return a certified copy of the Articles of Incorporation to the undersigned together with the Certificate of Incorporation and a Certificate of Status in the enclosed pre-addressed envelope.

Very truly yours,

Jose A. Loreda  
For the Firm

**Enclosures**

cc: Mr. Steve Smith (w/enclosures)  
Samuel Myers, Esquire (w/enclosures)

1098744

FILED  
96 JUN 18 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96-8-0  
KHA

**ARTICLES OF INCORPORATION  
OF  
SERVOWATCH, INC.**

FILED  
96 JUN 18 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is **SERVOWATCH, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

**ARTICLE III**

**NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this Corporation is to supply complete integrated electronics packages to the marine market.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of One Dollar (\$1.00).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE V**

##### **ADDRESS**

The initial address of the principal office of this corporation is to be 2310 NW 55th Court, Suite 132, Fort Lauderdale, Florida 33309. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Stephen B. Smith  
Servowatch Systems Ltd.  
Thalest House  
Hatfield Peverel  
Chelmsford, Essex  
CM32EH, England

#### **ARTICLE VII**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The address of this Corporation's initial registered office is 2310 NW 55th Court, Suite 132, Fort Lauderdale, Florida 33309 and the name of this Corporation's initial registered agent is:

Jose A. Loreda, Esq.  
100 S. E. Second Street  
Suite 4000  
Miami, Florida 33131

### ARTICLE VIII

#### INCORPORATOR

The name and address of the incorporator is:

Jose A. Loreda, Esq.  
100 S. E. Second Street  
Suite 4000  
Miami, Florida 33131

### ARTICLE IX

#### BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

### ARTICLE X

#### INDEMNIFICATION

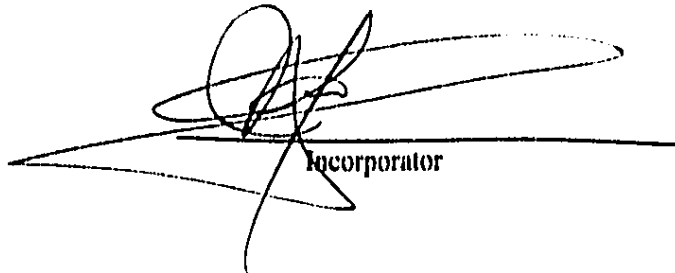
This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom, to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

### ARTICLE XI

#### AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

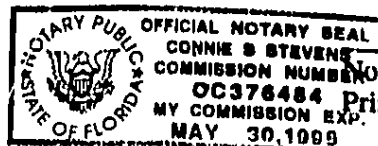
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of June, 1996.

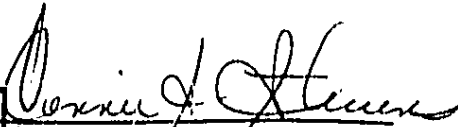
  
Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared JOSE A. LOREDO who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County Florida this 14th day of June, 1996.



  
Notary Public, State of Florida  
Print Name: Connie S. Stevens

My Commission Expires:

**CERTIFICATE OF REGISTERED AGENT**

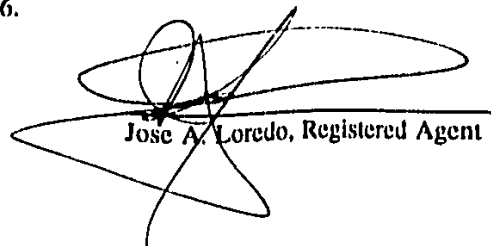
Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted in compliance with said Act:

That **SERVOWATCH, INC.**, desiring to incorporate under the laws of the State of Florida, has named **JOSE A. LOREDO**, with an address of 100 S.E. Second Street, Suite 4000, Miami, Florida 33131, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

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

Dated this 14th day of June, 1996.

  
Jose A. Lored, Registered Agent

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96 JUN 18 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA