

P97000000758

TRANSMITTAL LETTER

December 31, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Robotics, Inc.

100002048841--6
-01/07/97--01132--003
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of:

\$78.75 (seventy-eight dollars and seventy-five cents)

For: Filing Fee and Certificate

FROM: Russ Martin
Florida Robotics, Inc.
20751 State Road 520, Suite 107
Orlando, Florida 32833

(407) 568-6146 FAX (800) 665-5389

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -6 PM 12: 50

97/10/97

EFFECTIVE DATE

01/01/97

ARTICLES OF INCORPORATION
of
Florida Robotics, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -6 PM 12:50

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Florida Robotics, Inc.

ARTICLE II - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation shall be: 20751 State Road 520, Suite 107 Orlando, Florida 32833. 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 III - NATURE OF BUSINESS

This corporation is organized for the purpose of general business, and the transacting of any or all lawful business, including but not limited to:

- (a) Robot manufacture, lease and sales
- (b) Any other business enterprise legally permitted under the laws of the State of Florida whether related or unrelated to Article III paragraph "a" above.
- (c) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interest in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (d) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the

corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws but shall never be less than one (1). The corporation shall have two (2) directors initially.

ARTICLE VI - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

Fay Leuzzi 20751 State Road 520, Suite 107 Orlando, Florida 32833

Russ Martin 20751 State Road 520, Suite 107 Orlando, Florida 32833

ARTICLE VII - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be: one-thousand (1000)

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Russ Martin 20751 State Road 520, Suite 107 Orlando, Florida 32833

ARTICLE IX - INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation shall be as follows:

Fay Leuzzi 20751 State Road 520, Suite 107 Orlando, Florida 32833

Russ Martin 20751 State Road 520, Suite 107 Orlando, Florida 32833

The undersigned incorporators have executed the Articles of Incorporation this 31st day of December, 1996 and the effective date of incorporation shall be January 1, 1997.

Fay Leuzzi
Fay Leuzzi

12/31/96
Date

Russ Martin
Russ Martin

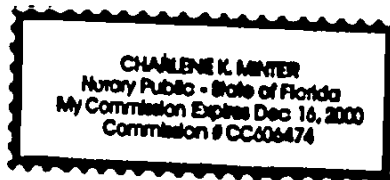
12-31-96
Date

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Fay Leuzzi and Russ Martin known to me to be the persons described as the Incorporators herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 31st day of December, 1996.

Charlene K. Minter
Notary Public, State of Florida at Large
My commission Expires: 12/16/2000



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -6 PM 12: 50

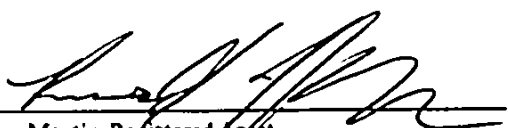
1. The name of the corporation is:

Florida Robotics, Inc.

2. The name and address of the registered agent and office is:

Russ Martin 20751 State Road 520, Suite 107 Orlando, Florida 32833

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



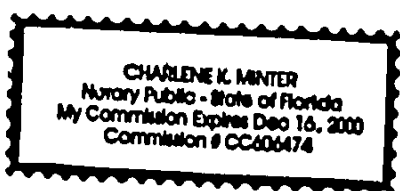
Russ Martin, Registered Agent


12-31-96
Date

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Russ Martin known to me to be the person described as the Registered Agent herein.

WITNESS my hand and official seal in the County and State aforesaid this 31st day of December, 1996.





Notary Public, State of Florida at Large
My commission Expires: 12/16/2000