

615717



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 404546 4340248  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT -8 PM 4:15

FILED

ORDER DATE : October 8, 1999

ORDER TIME : 3:13 PM

ORDER NO. : 404546-005

CUSTOMER NO: 4340248

CUSTOMER: Richard H. Waxman, Esq  
Kahn & Waxman, P.a.  
630 Third Ave.  
17th Floor  
New York, NY 10017

400003010474--5

DOMESTIC AMENDMENT FILING

NAME: SYSTEMATIC CONTROL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

G. COULLETTE OCT 11 1999

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 OCT -8 PM 3:54

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 11, 1999

CSC

TALLAHASSEE, FL

SUBJECT: SYSTEMATIC CONTROL, INC.  
Ref. Number: 615717

We have received your document for SYSTEMATIC CONTROL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

We must have original signatures. Please resubmitt with new signatures for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 899A00048959

**RESUBMIT**  
Please give original  
submission date as file date.

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 OCT 11 AM 10:44

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**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SYSTEMATIC CONTROL, INC.**

FILED  
99 OCT -8 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President of Systematic Control, Inc. (the "Corporation") sets forth the following Restated Articles of Incorporation pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act.

**FIRST:** The corporate name for the Corporation is SYSTEMATIC CONTROL, INC.

**SECOND:** The street address of the Principal Office and the mailing address of the Corporation is 300 N.W. 70<sup>th</sup> Avenue, Suite 100, Plantation, Florida 33317-2360.

**THIRD:** The number of shares that the Corporation is authorized to issue is twenty thousand (20,000) all of which are without par value and are of the same class and are to be Common shares.

**FOURTH:** The street address of the Registered Office of the Corporation in the State of Florida is 300 N.W. 70<sup>th</sup> Avenue, Suite 100, Plantation, Florida 33317-2360.

The name of the Registered Agent of the Corporation at the said Registered Office is James U. Lyall.

The written acceptance of the said Registered Agent, as required by Section 607.0501(2) of the Florida Business Corporation Act, is set forth following the signature of the President and is made a part of these Articles of Incorporation.

**FIFTH:** The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**SIXTH:** The duration of the Corporation shall be perpetual.

**SEVENTH:** The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify the Corporation's Directors and Officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw or Resolution of Shareholders or disinterested Directors, or otherwise, both as to action in his or her 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 a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated: *October 1, 1999*

  
JAMES U. LYALL, President

## ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

Having been named as Registered Agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of the position as Registered Agent.

Dated: *October 1, 1999*

  
JAMES U. LYALL