

CT CORPORATION SYSTEM

FOI 0000002664

FILED
01 MAY 33 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

CEM Corporation

800004133918--7

05/03/01--01092--008

*****70.00 *****70.00

(S)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -3 AM 11:24
NOT IN RECEIVED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <hr/> | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/3/01

BK

Order#: 3499588

Ref#: _____

Amount: \$ _____

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01 MAY 16 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CEM CORPORATION SYSTEM
Ref. Number: W01000010055

d/b/a
CEM Instruments Corporation
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01 MAY 16 PM 11:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document for CEM CORPORATION SYSTEM and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 501A00026376

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01 MAY 16 PM 4:42
DIVISION OF CORPORATIONS

5/16

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael J. Collins, do hereby certify that this Resolution of the Board of Directors of CEM Corporation duly organized and existing under the laws of the State of North Carolina was duly adopted on May 11, 2001.

Resolved that, CEM Corporation organized and existing in the State of North Carolina hereby adopts the name CEM Instruments Corporation for use in Florida.

Dated: 5-11-01

By:

Michael J. Collins

Michael J. Collins

Director, President and CEO

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CEM Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

CT Corporation System

(Firm/Company)

660 East Jefferson Street

(Address)

Tallahassee, FL 32301

(City/State and Zip code)

For further information concerning this matter, please call:

(Name of Person)

at

(850) 222-1092

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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SECRETARY OF STATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CEM Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina 3. 56-1019741
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 0861462000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3100 Smith Farm Road, Matthews, NC 28106
(Principal office address)

same
(Current mailing address)

Sale of laboratory equipment and any and all other lawful activities.
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
By: Joan Bolden **JOAN BOLDEN**
(Registered agent's signature) **ASSISTANT SECRETARY**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael J. Collins

Address: _____

Vice President: Richard N. Decker

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

SEE ATTACHMENT

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael J. Collins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Collins, President
(Typed or printed name and capacity of person signing application)

CEM Corporation
Directors and Officers
At 5/30/00

Ronald A. Norelli, Chairman of The Board
954 Granville Road
Charlotte, North Carolina 28207

John L. Chanon, Director
1527 Stanford Place
Charlotte, North Carolina 28207

George F. Krall, Director
P.O. Box 408
C/O Mebane Packaging
Mebane, NC 27302

Michael J. Collins, Director, President & CEO
10225 Thomas Payne Circle
Charlotte, NC 28277

Richard N. Decker, V. P. Finance, Secretary, Treasurer
202 Southern Cross Lane
Matthews, NC 28105

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



NORTH CAROLINA

Department of The Secretary of State

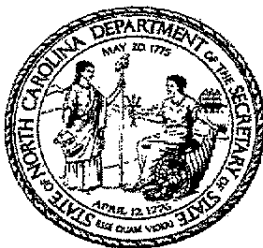
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina hereby certify that

CEM CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of August, 2000, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of April, 2001.

Elaine F. Marshall
Secretary of State

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TALLAHASSEE, FLORIDA