

**Prentice Hall Legal & Financial Service**

ATTN: 123 (954) 222-7495

123 HAYS STREET SUITE 105  
TALLAHASSEE, FL 32301

95 JUN 23 11:19

**50000000519**

CORPORATION(S) NAME \_\_\_\_\_ CHARTER NUMBER \_\_\_\_\_

Tri-Honics

200001395884  
-01/23/95--01/01--010-  
\*\*\*\*122.50 \*\*\*\*122.50  
-02/01/95--01/02--012  
\*\*\*3896.25 \*\*\*3896.25

- |  |   |
|--|---|
| <input type="checkbox"/> Amendment                   | <input type="checkbox"/> Merger                               |
| <input type="checkbox"/> Annual Report               | <input type="checkbox"/> Name Reservation                     |
| <input type="checkbox"/> Change of Registered Agent  | <input type="checkbox"/> Name Registration                    |
| <input type="checkbox"/> Dissolution/Withdrawal      | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication               | <input type="checkbox"/> Other                                |
| <input type="checkbox"/> Fictitious Business Name    | <input type="checkbox"/> Profit/Articles of Incorporation     |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement                        |
| <input type="checkbox"/> Foreign - Non-Profit        | <input type="checkbox"/> Resignation of R.A., Off/Dir         |
| <input type="checkbox"/> Limited Partnership         | <input type="checkbox"/> Trademark                            |
| <input type="checkbox"/> Limited Liability           | <input type="checkbox"/> UCC/Filing 1                         |
| <input type="checkbox"/> Mtr. Veh.                   | <input type="checkbox"/> UCC/Filing 3                         |
- 645-1544  
95 JUN 23 11:19  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS                  |
| <input type="checkbox"/> Photocopy                 | <input type="checkbox"/> Good Standing        |
| <input type="checkbox"/> Corporate Print-Out       | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search   |   |
- 12/31

☒ ) Walk In ( ) Call if Problem ( ) Will Wait (X) Pick up 123 11:00  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Mia BY: Gmt

BRANCH RECEIVING: Tally BY: LMW

REF/JOB # K.C. 6508

CLIENT MATTER # \_\_\_\_\_

SAME DAY \_\_\_\_\_ 24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_

VERBAL REQUESTED: YES OR NO

DATE SENT: 1/23/95 MAIL FAX FED EXP.

FILED: 1/1

SENT TO: BRANCH X CLIENT \_\_\_\_\_

SPECIAL INSTRUCTIONS: \_\_\_\_\_

400001395884  
-02/01/95--01/02--013  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

CHECK #	_____
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1995

PRENTICE-HALL

SUBJECT: TRITRONICS INTERNATIONAL OF FLORIDA INCORPORATED  
Ref. Number: W95000001549

*Connections  
Made Please  
Back date to*

*Thanks*

We have received your document for TRITRONICS INTERNATIONAL OF FLORIDA INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

*Also,*

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3,896.25.

*Good  
Standing  
upon  
filing  
=  
Thanks*

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 495A00002642



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 23, 1995

PRENTICE-HALL

SUBJECT: TRITRONICS INTERNATIONAL OF FLORIDA INCORPORATED  
Ref. Number: W95000001549

We have received your document for TRITRONICS INTERNATIONAL OF FLORIDA INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3,896.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6958.

Lise Rivers  
Document Examiner

Letter Number: 495A00002642

CERTIFICATE OF CORPORATE RESOLUTION OF  
TRITRONICS, INC.

I, the undersigned Randy M. Williams, Secretary of  
TRITRONICS, INC., a corporation duly organized and existing under  
the laws of the state of Maryland, do hereby certify that the  
following is a true, complete and correct copy of a resolution  
unanimously adopted by the Board of Directors of TRITRONICS, INC.  
on the 30th day of April, 1994, and that said resolution has not  
been rescinded or modified and is still in full force and effect:

WHEREAS, it is deemed in the best interest of  
the Corporation to qualify the Corporation to  
do business within the State of Florida; and

WHEREAS, the name Tritronics, Inc. is current-  
ly in use in the State of Florida and therefor  
not available to the Corporation;

RESOLVED, that Tritronics, Inc., a Corporation  
organized and existing under the laws of the  
State of Maryland hereby adopts the name  
Tritronics International of Florida Incorpo-  
rated, for use in the State of Florida for all  
purposes; and be it

FURTHER RESOLVED, that the officers of the  
Corporation are authorized and directed to  
take all steps that they deem necessary and  
appropriate to qualify the Corporation to do  
business within the State of Florida under the  
name of Tritronics International of Florida  
Incorporated; and be it

FURTHER RESOLVED, that all activities and  
business of the Corporation within the State  
of Florida shall be carried out under the name  
of Tritronics International of Florida Incor-  
porated

In witness whereof, I have hereunto subscribed my name  
and affixed the seal of the said Corporation, on this 19th, day  
of January, 1995.

By:

*Randy M. Williams*  
Randy M. Williams

# MIA/CLART/CLART/16155 31 (506875/0001)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 23 PM 1:19

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

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

1. TRITRONICS, INC.  
(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. MARYLAND 3. 52-1036590  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/21/75 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 1989  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1306 CONTINENTAL DRIVE  
ABINGDON, MARYLAND 21009  
(Current mailing address)

8. SALE AND DISTRIBUTION OF ELECTRONIC PARTS AND ACCESSORIES  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: PAUL M. STOKES  
c/o Kelley Drye & Warren  
Office Address: 201 South Biscayne Boulevard  
Suite 2400  
Miami, Florida, 33131  
(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.*

By: *Paul M. Stokes*  
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Director: ~~Chairman~~ VIRGINIA L. WILLIAMS  
Address: 1306 Continental Drive  
Abingdon, MD 21009

Director: ~~Vice Chairman~~ Kimberly L. Williams  
Address: 2502 Suffolk Court  
Fallston, MD 21047

Director: Roger P. Williams, Sr.  
Address: 1306 Continental Drive  
Abingdon, MD 21009

Director: Randy M. Williams  
Address: 1835 Midsummer Lane  
Jarrettsville, MD 21084

B. OFFICERS

President: Virginia L. Williams  
Address: 1306 Continental Drive  
Abingdon, MD 21009

Vice President: Kimberly L. Williams  
Address: 2502 Suffolk Court  
Fallston, MD 21047

Secretary: Randy M. Williams  
Address: 1835 Midsummer Lane  
Jarrettsville, MD 21084

Treasurer: Randy M. Williams  
Address: 1835 Midsummer Lane  
Jarrettsville, MD 21084

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

13. Virginia L. Williams President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VIRGINIA L. WILLIAMS, PRESIDENT  
(Typed or printed name and capacity of person signing application)

# STATE OF MARYLAND

336418

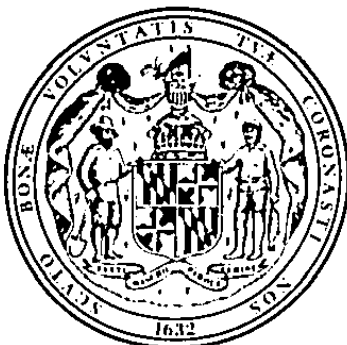
## DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 23 PM 1:19

I, NANCY GREENINGER, OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TRITRONICS, INC., IS A CORPORATION ONLY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HERETO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE, THE 15TH DAY OF JANUARY, 1995.

*Nancy Greeninger*  
NANCY GREENINGER  
ADMINISTRATIVE OFFICER