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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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SUBJECT: Xybian 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:

Steven L. Porfano, CFO

(Name of Person)

Xybian Corporation

(Firm/Company)

240 Cedar Knolls Road

(Address)

Cedar Knolls, New Jersey 07927-1698

(City, State and Zip Code)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Steven L. Porfano

(Name of Person)

at (201) 538 - 5111

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Xybian 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. Delaware
(State or country under the law of which it is incorporated)
3. 22-2066459
(FEI number, if applicable)
4. 23 May 1975
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. To Be Determined
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 240 Cedar Knolls Road
Cedar Knolls, New Jersey 07927-1698
(Current mailing address)
8. See Article 3 of the attached copy of Certificate of Incorporation
(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: Mr. Alvin Penton
Airport Business Center, Bldg 100,
Office Address: 4500 140th Avenue, North, Suite 115
Clearwater, Florida, 34622-3842
(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.

Alvin Penton
(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.

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

A. DIRECTORS

Chairman: Dr. Paul A. Frost
Address: 12 Carswell Court
Basking Ridge, NJ 07920
Vice Chairman: NONE
Address: _____
Director: David R. Frost
Address: 10385 El Capitan Real Road
El Cajon, CA 92021
Director: Victor Houk
Address: 2330 Wicklyn Road
Lancaster, PA 17601

B. OFFICERS

President: Dr. Paul A. Frost
Address: 12 Carswell Court
Basking Ridge, NJ 07920
Vice President: David M. Neglia
Address: 17849 Aguamiel Road
San Diego, CA 92127
Secretary: Fran Mink
Address: 39 Lafayette Street
Wharton, NJ 07885
Treasurer: David M. Neglia
Address: 17849 Aguamiel Road
San Diego, CA 92127

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95 APR 27 PM 1:13

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

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Dr. Paul A. Frost, Chairman

(Typed or printed name and capacity of person signing application)

CERTIFICATE OF INCORPORATION

OF

XYBION CORPORATION

4 February 1992

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This is an updated version of the Certificate of Incorporation including all amendments as of 4 February 1992. This version is for in-house convenience only.

CERTIFICATE OF INCORPORATION

OF

XYBION CORPORATION

We, the undersigned, in order to form a corporation for the purpose hereinafter stated, under the provisions of the General Corporation Law of the State of Delaware, being Chapter 1 of Title 8 of the Delaware Code of 1953, do hereby certify as follows:

ARTICLE 1

NAME

The name of the Corporation is Xybion Corporation.

ARTICLE 2

REGISTERED OFFICE

The registered office is located at:

14 Hempsted Drive, County of New Castle,
Newark, Delaware 19711

The name of the registered agent at that address is:

R. N. McDonough

ARTICLE 3

* PURPOSE OF BUSINESS *

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on are as follows:

To research, develop, acquire, buy, hold, sell, lease, exchange, dispose of, transport, deal in, manufacture, produce and render services in connection with products of every kind and to transact any manufacturing or electronics business, and to purchase and sell goods, wares and merchandise used for such business;

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To buy, lease and otherwise acquire lands and interests in lands of every kind and description and wheresoever situated, to buy, lease and otherwise acquire, and to construct and erect buildings and structures in and on such lands for any use or purpose; to hold, own, improve, develop, maintain, operate, let lease mortgage, sell, or otherwise dispose of such property or any part thereof; to equip and operate buildings and structures of any kind;

To acquire, buy, hold, own, sell, exchange, apply for, control, dispose of, deal in, use, discover, improve, work upon, and grant licenses to use patents, patent rights, copyrights, inventions, improvements, processes, trademarks and trade names;

To guarantee the payment of dividends upon any capital stock and to endorse or otherwise guarantee the principal or interest, or both, of any bonds, debentures, notes, scrip or other obligations or evidences of indebtedness, or the performance of any contract or obligations, of any other corporation, trust estate or association, domestic or foreign, or of any firm or individual in which the corporation may have a lawful interest, in so far and to the extent that such guaranty may be permitted by law;

To issue and to purchase or otherwise acquire shares of its own stock and options and warrants to purchase shares of its own stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities or evidence of indebtedness (including convertible securities), and to cancel or to hold, transfer or reissue the same to such persons, firms, corporations or associations and upon such terms and conditions as the Board of Directors may in its discretion determine, without offering any thereof on the same terms or on any terms to the stockholders then on record or to any class of stockholders;

To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth, or otherwise; but nothing herein contained is to be construed as giving the Corporation the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold and silver bullion or foreign coins, or the business of constructing, maintainin and operating public utilities within the State of Delaware;

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To do any or all things herein set forth to the same extent as natural persons might or could do, as principal, agent, contractor, partner, co-venturer or otherwise, and either alone or in conjunction with any other persons, firms, associations, trust estates, partnerships, joint ventures or corporations;

To conduct its business in the State of Delaware, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices without as well as within the State of Delaware and to hold, purchase, mortgage and convey real or personal property without as well as within the State of Delaware;

To take over, acquire, buy, hold, own, sell, exchange, dispose of, finance, build up, promote, improve, maintain, operate, equip and manage any and all kinds of industrial engineering, producing, servicing, supplying, mining, manufacturing, agricultural, horticultural, selling, trading, entertainment and other productive and commercial enterprises, businesses and undertakings, public or private;

To aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation, directly or indirectly, or in which, or in the welfare of which, the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Corporation or in which it may be at any time interested, directly or indirectly or through other corporations or otherwise; and to organize or promote or facilitate the organization of subsidiary companies;

To borrow money, to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or for any other lawful object; to mortgage or pledge all or any part of its properties, rights, interests and franchises, including any or all shares of stock, bonds, debentures, notes, scrip or other obligations or evidences of indebtedness at any time owned by it;

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated,

including shares of stock, bonds, debentures, notes, open accounts, scrip, securities, evidences of indebtedness, contracts or obligations of any individual, partnership, association or corporation, foreign or domestic including governments or governmental authorities, and also to issue in exchange therefor stocks, bonds or other securities or evidences of indebtedness of this Corporation, and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting power thereon.

The foregoing clauses shall be construed as objects, purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

Only the business for which a corporation may be organized under the provisions of the General Corporation Law of the State of Delaware may be conducted by this Corporation.

ARTICLE 4

SECURITIES AUTHORIZED AND MANNER OF ISSUING

The total number of shares which the Corporation shall have authority to issue is three hundred and fifty thousand (350,000) shares of Common Stock, par value of \$.01 per share."

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Delaware.

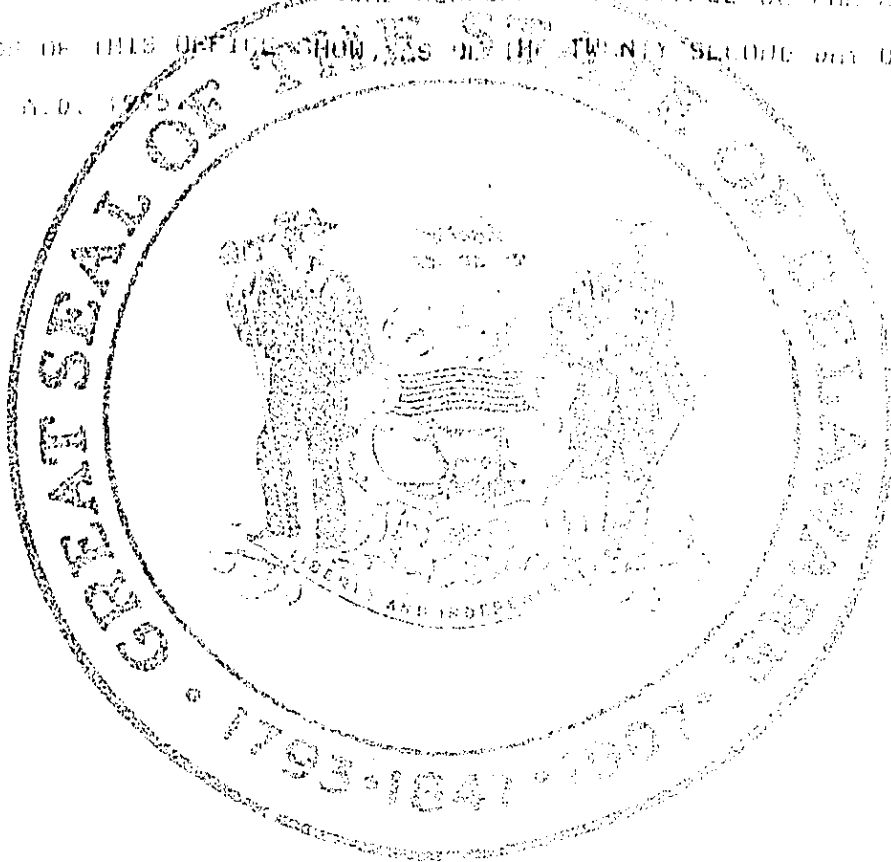
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95 APR 27 PM 1:14

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "XITION CORPORATION" IS FULLY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE AS FOR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY SEVENTH DAY OF
MARCH, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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