

G80661

Florida Department of State

Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

APPLIED AUTOMATION TECHNIQUES INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 13, 2000

**PLEASE GIVE ORIGINAL SUBMISSION
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APPLIED AUTOMATION TECHNIQUES INC.
5753 MIAMI LAKES DR
MIAMI LAKES, FL 33014US

SUBJECT: APPLIED AUTOMATION TECHNIQUES INC.
REF: G80661

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article V has CORPORATION SERVICE COMPANY listed as the new registered agent for the corporation. The registered agent acceptance page has been signed by Pam Wolfe, agent for registered agent of CORPDIRECT. Please clarify who the registered agent should be ??????

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000064790
Letter Number: 400A00062729

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

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**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APPLIED AUTOMATION TECHNIQUES INC.**

APPLIED AUTOMATION TECHNIQUES INC., a Florida corporation (the "Corporation") hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is APPLIED AUTOMATION TECHNIQUES INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") are in accordance with Section 607.1006 of the FBCA, and contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for a change in the Corporation's total authorized capital stock and a share reclassification.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval. In accordance with Section 607.1003 of the FBCA, (i) on December 12, 2000, the Corporation's Board of Directors unanimously approved by written consent, the Restated Articles and recommended them to the Company's shareholders for approval, and (ii) on December 12, 2000, all of the Corporation's shareholders entitled to vote thereon adopted and approved by written consent, such Restated Articles. The number of votes cast for the Amended and Restated Articles by the Shareholders was sufficient for approval.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APPLIED AUTOMATION TECHNIQUES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of APPLIED AUTOMATION TECHNIQUES INC. are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is KABA BENZING AMERICA INC. (hereinafter called the "Corporation").

ARTICLE II

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 5,000,000 shares, consisting of:

- (i) 4,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock"); and
- (ii) 1,000,000 shares of preferred stock, no par value (the "Preferred Stock").

B. Provisions relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. Preferences. Authority hereby is expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to

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determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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C. Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

D. Share Reclassification. On the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each then outstanding share of the Corporation's previously authorized Class A Voting Common Stock, \$.0025 par value per share, or Class B Non-Voting Common Stock, \$.0025 par value per share, shall hereby and hereupon automatically be reclassified and converted into one (1) share of the Corporation's newly authorized Common Stock, \$.01 par value per share. The appropriate officers of the Corporation shall immediately adjust the corporate records to reflect the appropriate number of shares of Common Stock into which such shares were reclassified and converted hereby.

ARTICLE IV

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The Corporation's mailing address and the address of the Corporation's principal office is: 5753 Miami Lakes Drive, Suite 39-N, Miami Lakes, Florida 33014. The street address of the Corporation's registered office is 113 N. Meridian St., Lower Level, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its registered agent at such office is CorpDirect Agents.

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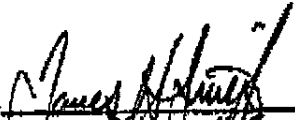
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ARTICLE VI

The Corporation shall indemnify and may advance expenses to its directors to the fullest extent permitted by law in existence either now or hereafter, as well as any officers or other employees of the Corporation to whom the Corporation has agreed to grant indemnification.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation as of December 12, 2000.

KABA BENZING AMERICA INC.

By: 
Name: JAMES H. SMITH
Title: CEO

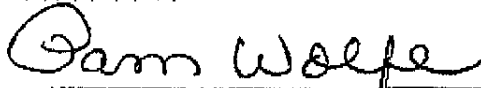
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of KABA BENZING AMERICA INC., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 807.0505 of the Florida Statutes.

CORPDIRECT AGENTS



Pam Wolfe, Agent for Registered Agent

Dated: 12-12, 2000

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IN WITNESS WHEREOF, the undersigned has executed this Certificate as of December 12, 2000.

APPLIED AUTOMATION TECHNIQUES INC.

By: 

Name: JAMES H. SMITH

Title: CEO

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