

N9500000397

LAW OFFICES

FLEMING, O'BRYAN & FLEMING
A PROFESSIONAL ASSOCIATION

DAN B. ANNOLD III
THOMAS G. AUBIN
DARY B. BARBER
PATRICIA A. BURTON
WILLARD D. DOVER
RONALD A. FITZGERALD
THOMAS A. GROENDYKE
CRAIG I. KARTIGANER
JOHN R. KELLY
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WILLIAM H. MEERS
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SCOTT J. REIT
WILLIAM D. RICKER, JR.
OSCAR E. SOTO
O. MORTON WERTON, JR.
ROBERT L. WUNKER

WM O'BRYAN
RETIRED
JOHN W. FLEMING
RETIRED

THOMAS F. FLEMING
(1988-1995)
FOY B. FLEMING
(1991-1995)

800 EAST HOWARD BOULEVARD
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FORT LAUDERDALE, FLORIDA 33304-0071

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TELEPHONE (305) 764-3000
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WEST PALM BEACH (407) 735-2388
FAX (305) 764-3308

January 18, 1995

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Southeast Florida Manufacturing Technology Center, Inc.

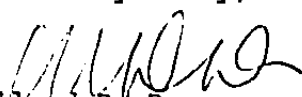
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent designation	\$ 35.00
	\$122.50

If there is any question concerning this filing, please contact the undersigned.

Yours very truly,


Willard D. Dover
For the Firm

WDD/if

Enclosures

D. BROWN JAN 26 1995

ARTICLES OF INCORPORATION

OF

SOUTHEAST FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC. (A CORPORATION NOT FOR PROFIT)

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is SOUTHEAST FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC. with its principal offices located at 1000 West McNab Road, Room 111, Pompano Beach, Florida 33069. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II

Purposes

The exclusive purposes for which the Corporation is formed are to provide educational and scientific research services to small and medium size manufacturers by the transfer to them of business information and technology and assisting in the integration of that technology into their operation, for the benefit of such manufacturers and the general economic development of southeast Florida.

ARTICLE III

Powers

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities including the power and authority (a) to accept gifts, devices and other contributions and (b) to expend, contribute or otherwise dispose of its funds and properties, which may be necessary, useful, desirable, or proper for the furtherance, accomplishment and attainment of any and all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only its powers in furtherance of the exempt purposes of organizations under Section 501(c)3 of the

Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Membership

The membership of this corporation shall be limited to the members of the Board of Directors and shall consist initially of those persons hereinafter named as directors and such other persons as from time to time may become members as set forth in the Bylaws, in each case for so long as they serve as Director.

ARTICLE V

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE VI

Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Willard D. Dover	Fleming, O'Bryan & Fleming, P.A. 500 East Broward Boulevard Suite 1700 Fort Lauderdale, Florida 33394

ARTICLE VII

Officers

The officers of the corporation shall be a President, a Secretary, Treasurer and such other officers as may be provided by the By-laws. Officers shall be elected annually by the Board of Directors at its annual meeting. The name of the person who is to serve as the president of the corporation until the first meeting of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Robert Pennisi	c/o Motorola 8000 W. Sunrise Blvd. Plantation, FL 33322

ARTICLE VIII

Directors

The affairs of the corporation shall be managed by a Board of Directors. The number and manner of the election of the directors shall be fixed and determined as set forth in the Bylaws of the corporation but shall never be fewer than three (3). The following persons shall serve as directors until their successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Robert Pennisi	c/o Motorola 8000 W. Sunrise Blvd. Plantation, FL 33322
June Wolfe	c/o SFMA 1000 W. McNab Road Room 111 Pompano Beach, FL 33069
John Witherow	c/o DataNet 10222 USA Today Way Miramar, FL 33025
Ramesh Krishnaiyer	c/o STAC Florida Atlantic University 777 Glades Road Boca Raton, FL 35451
Bryant Walker	c/o United Technologies Pratt & Whitney P.O. Box 109600 West Palm Beach, FL 33410-9600

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1000 West McNab Road, Room, 111, Pompano Beach, Florida 33069 and the name of the initial registered agent at such address is June Wolfe.

ARTICLE X

Bylaws

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by a majority vote of a

quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

Amendments

Amendments to these Articles of Incorporation shall be approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting duly called, called for that purpose.

ARTICLE XII

Limitations on Actions

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earning shall inure to the benefit of or be distributable to its members, officers or any other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

ARTICLE XIII

Dissolution

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, or in the corresponding provisions of any future law, as shall be selected by the last Board of Directors. None of the assets of the Corporation will be distributed to any member, officer or director of this Corporation.

ARTICLE XIV

Indemnification

The corporation shall, to the fullest extent permitted by Florida Statute 607.0850 (as the same may be amended from time to time) indemnify all of its current and past officers, directors, employees and agents acting or having acted under the authority of this Corporation.

In addition, the corporation has the specific right, in its discretion, by action of its Executive Committee or Board of Directors, to expend monies of the corporation to purchase or maintain insurance on behalf of any of such persons against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the corporation could have the power to indemnify him against such liability under the provisions of the said Florida Statute.

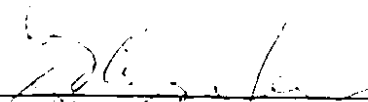
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of January, 1995.



WILLARD D. DOVER
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 18 day of January, 1995, before me the undersigned authority, personally appeared Willard D. Dover, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein stated, and that he is a natural person competent to contract.



Notary Public, State of Florida

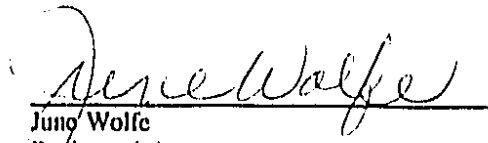
My Commission Expires:



LYDIA G. REARDIGAN
MY COMMISSION # CC 230452 EXPIRES
September 23, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



June Wolfe
Registered Agent

Date: 1/17/95

N95000000397

FLEMING, O'BRYAN & FLEMING, P.A.

600 EAST BROWARD BOULEVARD
17TH FLOOR
FORT LAUDERDALE, FLORIDA 33304-0071

DAN W. ARNOLD III
THOMAS G. AUBIN
RODD D. BUELL
PATRICIA A. BURTON
WILLARD D. DOVER
RONALD A. FITZGERALD
THOMAS A. GROENDYKE
JEFFREY M. HERMAN
JOHN P. KELLY
ROBERT D. MONTGOMERY
CRISTINA M. PIERSON

KEITH D. PIET
HARRY B. RALEIGH JR.
PAUL B. REBERNIGHT
IVAN J. REICH
SCOTT J. REIF
WILLIAM D. RICKER JR.
OSCAR F. ROTD
ROBERT L. WURKER
O. MORTON WESTON JR.
OF COUNSEL

WM. O'BRYAN
RETIRED
JOHN W. FLEMING
RETIRED
THOMAS F. FLEMING
JAMES J. JONES
ROY B. FLEMING
JAMES J. JONES

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WEST PALM BEACH (407) 738-2388
FAX (954) 764-3308
INTERNATIONAL FAX (305) 947-5888
E MAIL ADDRESS fof@fof.com

August 2, 1996

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*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SOUTHEAST FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC.
Articles of Amendment

Dear Sir/Madam:

Enclosed please find Articles of Amendment of the above-referenced corporation together with this firm's check in the amount of \$35.00 representing the filing fee.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Kelly O'Halloran
Legal Secretary to
Willard D. Dover

Enclosures

wddm98721letter@vns.lit

VS AUG 13 1996

N/C

APPROVED AND FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 AUG -5 P.M. 5:14

APPROVED
AND
FILED

96 AUG -5 PM 5:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF

SOUTHEAST FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC.

1. Article I of the Articles of Incorporation of SOUTHEAST FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC. a Florida non-profit corporation, is hereby amended to read as follows:


"ARTICLE I

NAME

The name of the corporation is SOUTH FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC. with its principal offices located at 1000 West McNab Road, Room 111, Pompano Beach, Florida 33069. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

2. The foregoing amendment was adopted by unanimous vote of the directors of the corporation on June 7, 1996 with a quorum present, all as provided in Article XI of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 12th day of July, 1996.



JON GARDNER, PRESIDENT



JUNE WOLFE, SECRETARY

STATE OF FLORIDA
COUNTY OF BROWARD

)
SS:
)

The foregoing instrument was acknowledged before me this 23rd
day of July, 1996, by JON GARDNER and JUNE WOLFE, as
President and Secretary of South Florida Manufacturing Technology
Center, Inc., a Florida corporation. They are personally known to
me or have produced _____ as
identification.

Linda H. Leroy
Notary Public, State of Florida

My Commission Expires:



Name of Notary typed, printed
or stamped

N 95000000397

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOUTH FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC., a Florida
corporation, N95000000397

INTO

FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC., a Florida
corporation, N94000000477

File date: June 27, 1997

Corporate Specialist: Darlene Connell