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Cauthen & Feldman, PA

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Division of Corporations

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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

ENCORE LAB & ANALYTICAL, INC.

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**ARTICLES OF INCORPORATION**  
**of**  
**ENCORE LAB & ANALYTICAL, INC.**

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name and address of this corporation shall be: **ENCORE LAB & ANALYTICAL, INC., 766 Big Tree Drive, Suite 104, Longwood, FL 32750.**

**ARTICLE II**  
**Purposes**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III**  
**Stock**

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

**ARTICLE IV**  
**Subscribers, Incorporators & Directors**

The name and address of the Subscribers and Incorporators are:

**NAME**

**ADDRESS**

**DONALD F. GAVIN, JR.**

**c/o Test Equipment Connection Corp.  
525 Technology Park, Suite 153  
Lake Mary, FL 32746**

H. John Feldman, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar #0382965  
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Audit # H00000005665 5**JOHN B. BAHNG****c/o Test Equipment Connection Corp.  
525 Technology Park, Suite 153  
Lake Mary, FL 32746****RAYMOND J. GATZ, III****766 Big Tree Drive  
Suite 104  
Longwood, FL 32750**

The names and addresses of the Director(s) is/are:

NAMEADDRESS**DONALD F. GAVIN, JR.****c/o Test Equipment Connection Corp.  
525 Technology Park, Suite 153  
Lake Mary, FL 32746****JOHN B. BAHNG****c/o Test Equipment Connection Corp.  
525 Technology Park, Suite 153  
Lake Mary, FL 32746****RAYMOND J. GATZ, III****766 Big Tree Drive  
Suite 104  
Longwood, FL 32750****ARTICLE V**Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

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**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
**Effective Date**

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

**ARTICLE X**  
**Registered Office and Registered Agent**

The address of the initial registered office of this corporation is c/o Test Equipment Connection Corp., 525 Technology Park, Suite 153, Lake Mary, FL 32746. The name of the Registered Agent of this corporation is JOHN B. BAHNG at the above office address.

Audit # H00000005665 5**ARTICLE XI****Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 3rd day of February, 2000.

  
\_\_\_\_\_  
DONALD F. GAVIN, JR.  
\_\_\_\_\_  
JOHN B. BAHNG  
\_\_\_\_\_  
RAYMOND J. CATZ, III**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for ENCORE LAB & ANALYTICAL, INC., as stated in these Articles of Incorporation.

Dated: February 3, 2000  
\_\_\_\_\_  
JOHN B. BAHNG

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