

P00000069399



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 770421 7127284

AUTHORIZATION

COST LIMIT : \$ 78.75

*Patricia Pujett*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 20 PM 2:45

ORDER DATE : July 20, 2000

ORDER TIME : 10:38 AM

ORDER NO. : 770421-005

CUSTOMER NO. : 7127284

600003329586--0

CUSTOMER: Bruce Stutsman, Esq  
Stutsman & Thames, P.A.  
Suite 600  
121 West Forsyth Street  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: COMMTEC INDUSTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED  
00 JUL 20 PM 12:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*[Signature]*

00 JUL 20 PM 2:45

**ARTICLES OF INCORPORATION**  
**OF**  
**COMMTEC INDUSTRIES, INC.**

**ARTICLE I-NAME**

The name of this Corporation is CommTec Industries, Inc.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal office of this Corporation is 14165 North Main Street, Jacksonville, Florida 32218.

**ARTICLE III-SHARES**

The total number of shares of capital stock which this Corporation is authorized to issue is two hundred million (200,000,000), of which one hundred million (100,000,000) shares shall be common stock, \$.01 par value per share ("Common Stock"), and one hundred million (100,000,000) shall be preferred stock, \$.01 par value per share ("Preferred Stock").

A. **Common Stock.**

1. Each share of Common Stock shall, subject to provisions contained elsewhere herein, have one vote, and except as provided by resolutions adopted by this Corporation's Board of Directors providing for the issuance of any class or series of Preferred Stock, the exclusive voting power for all purposes shall be vested in the holders of Common Stock.

2. Subject to any preferential rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive their pro rata share, based upon the number of shares of Common Stock held by them, of such dividends or other distributions as may be declared by the Board of Directors from time to time, and of any distribution, after the payment or provision for payment of debts and other liabilities of this Corporation, of the assets of this Corporation upon its liquidation, dissolution or winding up, whether voluntary or involuntary.

B. **Preferred Stock.**

1. The Preferred Stock may be issued from time to time in one or more class or series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the board). The Board of Directors is further authorized to determine or alter the rights, preferences,

privileges and restrictions granted to or imposed upon any wholly unissued class or series of Preferred Stock and to fix the number of shares of any class or series of Preferred Stock and the designation of any such class or series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any class or series, may increase or decrease (but not below the number of shares in any such class or series then outstanding) the number of shares of any class or series subsequent to the issue of shares of that class or series.

The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

- (a) the distinctive designation of such class or series and the number of shares to constitute such class or series;
- (b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be preferential and cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;
- (c) the right or obligation, if any, of this Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;
- (d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of this Corporation;
- (e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (f) the obligation, if any, of this Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;
- (g) voting rights, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock;
- (h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of this Corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

#### **ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of this Corporation is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is the law firm of Stutsman & Thames, P.A.

#### **ARTICLE V-INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

#### **ARTICLE VI-LIMITATION OF LIABILITY; INDEMNIFICATION OF DIRECTORS**

A. Limitation of Liability. To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, a director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. Indemnification. This Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or his or her testator or intestate is or was a director, officer or employee of this Corporation, or any predecessor of this Corporation, or serves or served at any other enterprise as a director, officer or employee at the request of this Corporation or any predecessor to this Corporation.

C. Amendments. Neither any amendment nor repeal of this Article nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE VII-RESERVATION OF RIGHT TO AMEND ARTICLES**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this right.

## **ARTICLE VIII-NUMBER AND ELECTION OF DIRECTORS**

A. **Number of Directors.** The number of directors which constitutes the whole Board of Directors of this Corporation shall be designated in the bylaws of this Corporation. Upon the closing of the first sale of Common Stock by this Corporation pursuant to a registered public offering (the "Registered Offering"), the directors shall be divided into three classes, with such classes to be as nearly equal in numbers as possible, with the term of office of the first class (Class I) to expire at the first annual meeting of stockholders held after the Registered Offering; the term of office of the second class (Class II) to expire at the second annual meeting of stockholders held after the Registered Offering; the term of office of the third class (Class III) to expire at the third annual meeting of stockholders held after the Registered Offering; and thereafter for each such term to expire at the third succeeding annual meeting of stockholders after each such election.

B. **Election of Directors.** Election of directors need not be by written ballot unless bylaws of this Corporation shall so provide.

## **ARTICLE IX-BYLAWS**

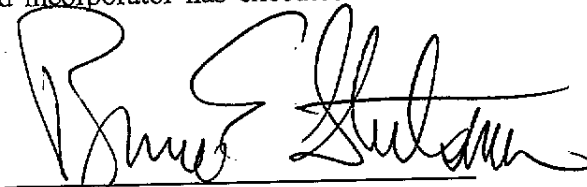
In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of this Corporation without the assent or vote of the stockholders.

## **ARTICLE X-MATTERS REQUIRING SUPERMAJORITY VOTE**

After the closing of the Registered Offering, no action shall be taken by the stockholders of this Corporation except at an annual or special meeting of the stockholders called in accordance with the bylaws and no action shall be taken by the stockholders by written consent. After the closing of the Registered Offering, the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the then outstanding voting securities of this Corporation, voting together as a single class, shall be required for the amendment, repeal or modification of the provisions of Article VIII, Article IX or Article X of these Articles of Incorporation or Sections 2.3 (Special Meeting), 2.4 (Notice of Stockholders' Meetings), 2.5 (Advance Notice of Stockholder Nominees and Stockholder Business), 2.10 (Voting), 2.12 (Stockholder Action by Written Consent Without a Meeting), 3.2 (Number of Directors), Section 3.13 (Removal of Directors) or Article IX (Amendments) of this Corporation's bylaws.

**[END OF PAGE]**

IN WITNESS, WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of July, 2000.



BRUCE E. STUTSMAN

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2000, by Bruce E. Stutsman, who is (check one) ☒ personally known to me or ☐ has produced \_\_\_\_\_ (as identification) and did not take an oath.



Print Name: Connie C. Atkins

Notary Public

State and County aforementioned

My commission expires:

Commission No.



Connie C. Atkins  
MY COMMISSION # CC818420 EXPIRES  
April 4, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

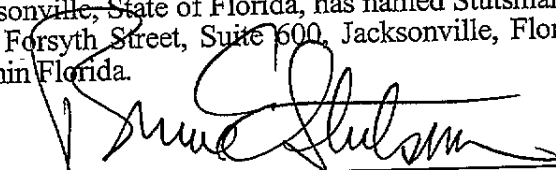
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 20 PM 2:45

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CommTec Industries, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, State of Florida, has named Stutsman & Thames, P.A., whose street address is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

  
Bruce E. Stutsman, Incorporator

Date: 7/19/00

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

**STUTSMAN & THAMES, P.A.**

By: 

Bruce E. Stutsman, on behalf of the firm

Date: 7/19/00