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06 JUN -2 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J 6/5/06

**COVER LETTER**

**FILED**

06 JUN -2 PM 4: 27

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT:** PSI WEST, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Sachs Sax Klein Attn: Joel Kenwood  
Name (Printed or typed)

301 Yamato Road, Suite 4150  
Address

Boca Raton, FL 33431  
City, State & Zip

561-994-4499  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

**OF**

**PSI WEST, INC.**

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06 JUN -2 PM 4: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

**PSI WEST, INC.**

**ARTICLE II**

The principal office and mailing address of this Corporation shall be:

600 PSI Drive  
Boca Raton, FL 33431

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or a ctivity for which a corporation may be organized under the Florida Business Corporation Act ("FBCA") of the State of Florida.

**ARTICLE IV**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

**ARTICLE V**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI**

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name &amp; Address</u>	<u>Title</u>	<u>Ownership Percentage</u>
Gordon Yowell 600 PSI Drive Boca Raton, FL 33431	President	52%
Duanne Samuelson 600 PSI Drive Boca Raton, FL 33431	Vice President	33%
Anne Yowell 600 PSI Drive Boca Raton, FL 33431	Secretary/Treasurer	15%

**ARTICLE VII**

Every person who is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or thereafter permitted by law.

**ARTICLE VIII**

The street address and mailing address of the initial registered office of this Corporation is: 600 PSI Drive, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Gordon Yowell.

**ARTICLE IX**

The name and street address of the incorporator is as follows:

Sachs Sax Klein  
c/o Joel D. Kenwood, Esq.  
301 Yamato Road  
Suite 4150  
Boca Raton, Florida 33431

## **ARTICLE X**

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

## **ARTICLE XI**

An amendment to these Articles of Incorporation may be adopted at any regular or special meeting called for that purpose, of the Board of Directors by the affirmative vote of the majority of the Directors then in office.

## **ARTICLE XII**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


## **ARTICLE XIII**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

## **ARTICLE XIV**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 31<sup>st</sup> day of May, 2006.

  
\_\_\_\_\_  
Joel D. Kenwood, Esq.  
Incorporator

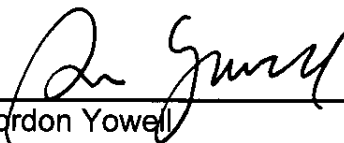
**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That PSI WEST, INC., desiring to organize under the laws of the State of Florida, has named Gordon Yowell as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 31<sup>ST</sup> day of May, 2006.

  
\_\_\_\_\_  
Gordon Yowell  
Registered Agent

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