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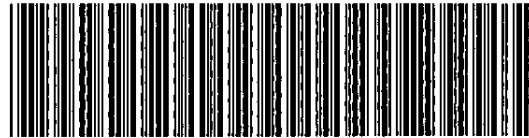
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 21 2012

CERTIFICATE OF DOMESTICATION

The undersigned, ROBERT PARK, PRESIDENT of M.C. MILLER CO., INC., a foreign Corporation, in accordance with *Fla. St. § 607.1801* does hereby certify:

1. The date on which the corporation was first formed was November 5, 1965.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the state of New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **M.C. MILLER CO.**
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to *Fla. St. §§ 617.01201 and 617.0202* with this certificate is **M.C. MILLER CO., INC.**
5. The jurisdiction that constituted the principal place of business of the corporation under applicable law immediately prior to the filing of this Certificate of Domestication was Florida.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to *Fla. St. § 607.1801*.

I am ROBERT PARK, PRESIDENT of M.C. MILLER CO., INC. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 8th day of JUNE, 2012.

Robert Park
ROBERT PARK, PRESIDENT

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared **ROBERT PARK**, the President of **M.C. MILLER CO., INC.**, a Florida Profit Corporation, who is personally known to me or who has produced _____ as identification and who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this, 8th day of June, 2012.

Paula L. Wiley
Notary Public
State of Florida
My Commission Expires: 2-21-15



PAULA L. WILEY
MY COMMISSION # EE 058276
EXPIRES: February 21, 2015
Bonded Thru Budget Notary Services

Articles of Incorporation of M.C. MILLER CO., INC.

ARTICLE I

The name of the proposed corporation shall be M.C. MILLER CO., INC.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be:

- (A) to engage in the development, manufacture, sale, rental and distribution of electrical and mechanical instruments and of every kind of testing and measuring instruments, equipment and appliances;
- (B) to engage in research and development and to act as consultant in respect of, every kind of measuring and testing devices, and industrial, commercial and professional practices;
- (C) to deal generally in and with goods, wares and merchandise of every kind and to act as an agent and sales representative for importers, exporters, dealers and manufacturers thereof; and
- (D) to conduct any other activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation,

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TALLAHASSEE

either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 1,000 shares with a no par value per share which shall be designated as Common Stock. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 11640 U.S. Highway 1, Sebastian, Florida 32958 and the mailing address is 11640 U.S. Highway 1, Sebastian, Florida 32958.

ARTICLE VI

The street address of the initial registered office of this corporation is 3355 Ocean Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Rebecca F. Emmons, Esq.

ARTICLE VII

This corporation shall have 3 directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than 3. The name and address of the initial directors of this corporation:

<u>Name</u>	<u>Address</u>
Robert Park	11640 U.S. Highway 1 Sebastian, Florida 32958
Joseph Mekus	11640 U.S. Highway 1 Sebastian, Florida 32958
Marcelo Jakubzick	11640 U.S. Highway 1 Sebastian, Florida 32958

ARTICLE VIII

The name and street address of the incorporator of this certificate of Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Robert Park	11640 U.S. Highway 1 Sebastian, Florida 32958

ARTICLE X

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XI

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

(A) Any limitations or restraint upon the transferability, alienation or assignment of stock;

(B) Any limitation or restraint upon the encumbrance or pledge of stock;

(C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;

(D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,

(E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIII

To the fullest extent permitted under the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for any breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply

to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts of omissions of such director occurring prior to such amendment or repeal. In the event that the laws of the State of Florida are hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be so eliminated or limited to the fullest extent permitted as so amended without further action by either the Board of Directors or the stockholders of the Corporation.

ARTICLE XIV

Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit, arbitration, alternative dispute resolution mechanism, investigation, administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person (the "Indemnitee") is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, whether the basis of such Proceeding is alleged action in an official capacity as a directors or officer or in any other capacity while serving as such a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exists or may thereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment, or by other applicable law as then in effect, against all expense, liability, losses and claims (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974, as amended from time to time, penalties and amounts to be paid in settlement) actually incurred or suffered by such Indemnitee in connection with such Proceeding.

ARTICLE XV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has set hand and seal this 8th day of JUNE, 2012.

Robert Park

Robert Park, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 8th day of June, 2012, personally appeared before me, a Notary Public of the State of Florida, Robert Park, who has produced _____ as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.

Paula L. Wiley
Notary Public

My commission expires:

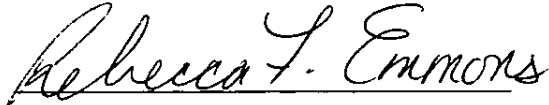
2-21-2015



PAULA L. WILEY
MY COMMISSION # EE 068276
EXPIRES: February 21, 2015
Bonded Thru Budget Notary Services

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of M.C. Miller Co., Inc., and acknowledges that she is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


Rebecca F. Emmons, Esq.

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