## Florida Department of State

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### FLORIDA PROFIT/NON PROFIT CORPORATION ICL Metrology, Inc.

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# ARTICLES OF INCORPORATION OF ICL METROLOGY, INC.

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SECRETARY OF SIAM

#### ARTICLE I. NAME

The name of the corporation is ICL Metrology, Inc.

#### ARTICLE II. DURATION

This corporation shall have perpetual existence.

#### ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as possible without issuance of fractional shares) at the price it is offered to others.

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#### ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

#### ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the office of this corporation is 1501 Decker Avenue, Suite 118, Stuart, FL 34994 and the name of the initial registered agent of this corporation is Jeff Kelly, 1501 Decker Avenue, Suite 118, Stuart, FL 34994 (the principal office and the registered office address are the same).

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one (1) member and never more than three (3) members. Directors are elected in accordance with the by-laws of the corporation. The names and addresses of the initial directors of this corporation are as follows:

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Jeff Kelly

1149 Fox Den Way

Palm City, FL 34990

Brigid Kelly

1149 Fox Den Way

Palm City, FL 34990

#### ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are: Virginia P. Sherlock, 618 East Ocean Boulevard, Suite 5, Stuart, FL 34994.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of February, 2013.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ICL Metrology, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has

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named Jeff Kelly, 1501 Decker Avenue, Suite 118, Stuart, FL 34994 as its Registered Agent to accept service of process on the corporation's behalf within this State.

#### **ACKNOWLEDGMENT**

(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Jeff Kelly, As Registered Agent

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SECRETARY OF STATE