



Prentice Hall Legal & Financial Services

ATTN: Anderson (004) 222-7405

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

ASK Technologies, Inc.

2000011376152
-01/11/95-01/005-014
*****0000*****

P95000002734

☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☒ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

95 JAN 11 PM 25
FILED

☒ Certified Copy
☒ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

(☒) Walk In () Call If Problem () Will Wait (☒) Pick up 1-11-95 12:00

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Chico BY: Tony
BRANCH RECEIVING: FL BY: Anderson
REF/JOB # 33-95-0
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR ☒ NO
DATE SENT: 1/11/95 MAIL FAX FED EXP.
FILED: 1/11/95
SENT TO: BRANCH _____ CLIENT ☒
SPECIAL INSTRUCTIONS: _____

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|---------------|--------------|
| CHECK #. SIMS | JAN 11 1995 |
| ST./CTY/ FEES | <u>70.00</u> |
| CORR. FEE/ | |
| SPEC. HANDL. | |
| MESSANGER | |
| COPIES | |
| FAX FEE | |
| OTHER | |
| TOTAL | |

ARTICLES OF INCORPORATION
OF
ASR TECHNOLOGIES, INC.

FILED
JUN 11 PM 12:25
CLERK OF DISTRICT COURT
NORTH DAKOTA

The undersigned being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I.
Name

1.1 The corporate name for the corporation (hereinafter called the "Corporation") is ASR Technologies, Inc.

ARTICLE II.
Principal Office

2.1 The street address of the principal office of this Corporation is: 6278 North Federal Highway, #333, Fort Lauderdale, Florida 33308.

2.2 The mailing address of the principal office of this Corporation is: 6278 North Federal Highway, #333, Fort Lauderdale, Florida 33308.

ARTICLE III.
Shares

3.1 The number of shares of stock that the Corporation is authorized to issue is 1,000,000, all of which are of a par value of \$.01 each and are of the same class and are Common shares.

3.2 The Board of Directors may, from time to time, establish different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

3.3 The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

3.4 Notwithstanding 3.2 and 3.3, if the corporation elects, or has elected, to be taxed as a Subchapter "S" Corporation under the Internal Revenue Code of 1986, while such election remains in effect, preferred shares shall not be authorized, nor shall the Board of Directors have any authority with respect to

establishing or fixing rights to any class or series of shares that could disqualify the corporation from its status as a Subchapter "S" Corporation.

ARTICLE IV.
Registered Office and Agent

4.1 The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation Systems, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

4.2 The name of the initial registered agent of the Corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

4.3 The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V.
Incorporator and Directors

5.1 The name and post office address of the incorporator is:

| | |
|---------------|--|
| Barry Lazarus | 1600 TCF Tower 121 South Eighth Street Minneapolis, MN 55402 |
|---------------|--|

5.2 The names and post offices addresses of the First Directors are:

| | |
|----------------|--|
| Alan J. Robins | 3101 Port Royale Blvd. Ft. Lauderdale, FL 33308 |
|----------------|--|

| | |
|------------------|--|
| Steven D. Robins | 9743 Dorset Lane Eden Prairie, MN 55344 |
|------------------|--|

| | |
|-------------------|--|
| Phillip M. Robins | 16611 Canterbury Drive Minnetonka, MN 55345 |
|-------------------|--|

5.3 The term of office of the first directors shall be until his successors are elected and have qualified, or until his earlier death, resignation, removal or disqualification.

5.4 Provided there are no vacancies on the Board of Directors, an action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by that number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters requiring shareholder approval, in which case the written action must be signed by all members of the Board of Directors then in office. In the event written action is taken by less than all of the directors of this Corporation, the Chief Executive Officer or Chief Financial Officer shall notify all of the directors of this Corporation of the text and effective date of such written action.

5.5 The Shareholders may, from time to time, by a majority vote, or the Board of Directors may, from time to time, by unanimous vote, adopt, amend or repeal all or any of the Bylaws of the Corporation.

5.6 A quorum of the Board of Directors shall consist of the Sole Director if there is only one member of the Board of Directors, or the presence of not less than two of the Directors if there are two members of the Board of Directors or, if more than two Directors, then a quorum of the Board of Directors shall consist of the presence of not less than one-half (1/2) of the Directors then in office; provided, however, that if one or more vacancies exist on the Board of Directors, a quorum of the Board shall consist of all of the members of the Board then serving.

ARTICLE VI. Preemptive Rights

6.1 No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been required and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

6.2 The shareholders shall take action by the affirmative vote of the holders of fifty-one percent (51%) of the voting power of the shares present, except where a larger proportion is required by law, by these Articles, or under a shareholder control agreement.

ARTICLE VII.
Purposes and Powers

7.1 The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

a) The manufacture and sale of products.

b) To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

c) To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such

personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, hold, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

d) To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(i) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(ii) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto.

(iii) franchises, licenses, grants, and concessions.

e) To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

ARTICLE VIII.

Term

8.1 The duration of the corporation shall be perpetual.

ARTICLE IX.
Indemnification

9.1 The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.


ARTICLE X.
Natural Resources

10.1 Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ARTICLE XI.
Existence

11.1 The corporate existence of the Corporation shall begin on January 11, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of January, 1995.



Barry Lazarus, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEMS, INC.

By: Marcia A. Hanner, Asst. Secy.

Title: Assistant Secretary

Dated: 1-11-95 #200205_1

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FILED
95 JAN 11 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA