

P 95000010385

ROBERT N. LERNER, ESQUIRE
Post Office Box 150176
Tallahassee, Florida 32315
(407) 267-0099

TRANSMITTAL LETTER

January 2, 1995

TO: CETEC MANUFACTURING, INC.

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

DOCUMENTS ENCLOSED:

Articles of Incorporation
Check for \$ 70.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,

Robert N. Lerner, Esquire
RNL/ch

RECEIVED SECRETARY OF STATE
JAN 10 1995

ARTICLES OF INCORPORATION
OF
CETEC MANUFACTURING, INC.

ARTICLE I - NAME

The name of the corporation is CETEC MANUFACTURING, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - ADDRESS

The principal place of business and mailing address of this corporation shall be 1225 BENNETT DRIVE, SUITE 121, LONGWOOD, FLORIDA 32750.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business as may be lawfully permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue and outstanding at any time is 100 shares of common stock and have a par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this Corporation shall be 1225 BENNETT DRIVE, SUITE 121, LONGWOOD, FLORIDA 32750, the initial registered agent of this Corporation at such office shall be Christopher Taylor, who upon accepting this designation agrees to comply with the provisions of Section 607, Florida Statutes as amended from time to time, with respect to

an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders. The names and addresses of the director constituting the initial Board of Directors are:

NAME

ADDRESS

CHRISTOPHER TAYLOR 1225 BENNETT DRIVE, SUITE 121, LONGWOOD, FL

ARTICLES VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

CHRISTOPHER TAYLOR 1225 BENNETT DRIVE, SUITE 121, LONGWOOD, FL

Christopher Taylor, Incorporator

NOTARY PUBLIC
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation of CETEC MANUFACTURING, INC., are acknowledged before me this 15 day of February, 1998 by CHRISTOPHER TAYLOR as Incorporator.

Notary Public-State of Florida
My commission expires: _____



ROBERT LERNER
My Commission CC267583
Expires Mar. 25, 1997
Huckleberry Associates Inc
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CETEC MANUFACTURING, INC., at the place designated in the Articles of Incorporation, CHRISTOPHER TAYLOR agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

Date: _____

CHRISTOPHER TAYLOR

P95000010385

ROBERT H. LERNER, ESQUIRE
Post Office Box 150176
Altamonte Springs, Florida 32715
(407) 767-0099

TRANSMITTAL LETTER

April 5, 1995

RE: CETEC MANUFACTURING, INC.

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

4/18
600001453506
-04/11/95--01086--012
*****35.00 *****35.00

DOCUMENTS ENCLOSED:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
Check for \$35.00

INSTRUCTIONS:

Please file, a ^{stamped} certified copy of articles is necessary.
Thank you.

Respectfully submitted,

RH

Robert N. Lerner, Esquire
RNL/ch

FILED
95 MAY 12 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conflict # 615307

00787, 00502, 00767

C. O'Connell
Lerner



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 17, 1995

ROBERT N. LERNER, ESQ.
P.O. BOX 150176
ALTAMONTE SPRINGS, FL 32715

SUBJECT: CETEC MANUFACTURING, INC.
Ref. Number: P95000010385

We have received your document for CETEC MANUFACTURING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 095A00017676

ROBERT N. LERNER, ESQUIRE
Post Office Box 150176
Altamonte Springs, Florida 32715
(407) 767-0099

TRANSMITTAL LETTER

April 27, 1995

RE: CETEC MANUFACTURING, INC.

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

DOCUMENTS ENCLOSED:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
~~Check for \$35.00~~
your letter 4/17/95

INSTRUCTIONS:

Please file, a stamped copy of articles is necessary.
Thank you.

Respectfully submitted,



Robert N. Lerner, Esquire
RNL/ch

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CETEC MANUFACTURING, INC.

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation be amended to CETEC ELECTRONIC ENGINEERING, INC.

2. The Amendments were adopted on the 5 day of MAY, 1995.

3. The amendments were duly approved by the shareholders in accordance with Section 607.1006.

DATED this 5 day of MAY, 1995.

CT
by: CHRISTOPHER TAYLOR
PRESIDENT

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, personally appeared CHRISTOPHER TAYLOR, President/Director/Sole Stock Holder of CETEC MANUFACTURING, INC. who being well known to me and known to be the person described in the foregoing, upon being duly sworn, deposes and says that he has executed this Amended Articles of Incorporation for the purposes therein expressed and further states that the information therein is true and correct to the best of his knowledge.

SWORN TO and SUBSCRIBED before me, this 5 day of May, 1995.



ROBERT LERNER
My Commission CC287583
Expires Mar. 25, 1997
Ruckelsherry Associates Inc
800-422-1535

[Signature]
Notary Public-State of Florida
Name: Robert Lerner
Address: 620 Jasmine Road
Altamonte Springs, FL 32714
Comm. Exp. 3/25/97

FILED
85 MAY 12 PM 12:59
CLERK OF STATE
ALBANY, FLORIDA

P95000010385

ROBERT N. LERNER
ATTORNEY-AT-LAW

TRANSMITTAL LETTER

February 13, 1996

RE: CETEC ELECTRONICS ENGINEERING, INC.

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

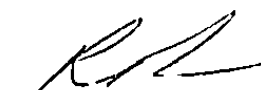
DOCUMENTS ENCLOSED:

Articles of Amendment to the Articles of Incorporation
Check for \$35.00

INSTRUCTIONS:

Please file, a stamped copy of the articles is
necessary. Thank you.

Respectfully submitted,



Robert N. Lerner, Esquire
RNL/ch

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-02/15/96--01103--002
*****35.00 *****35.00

SH FEB 19 1996

NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 15 AM 10:36

620 Jasmine Road
P.O. Box 150176
Altamonte Springs, FL 32715
USA
Fax 767-0264
(407) 767-0099

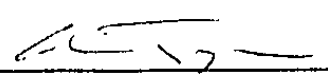
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CETEC ELECTRONIC ENGINEERING, INC.

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The name of the corporation be amended to XCEED, INC.
2. The Amendments were adopted on the 12 day of FEBRUARY, 1996.
3. The amendments were duly approved by the shareholders in accordance with Section 607.1006.

DATED this 12 day of FEBRUARY, 1996.

CETEC ELECTRONIC ENGINEER, INC.


By: CHRISTOPHER TAYLOR, President

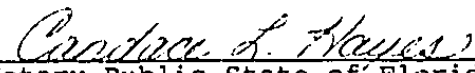
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, personally appeared CHRISTOPHER TAYLOR, President /Director/Sole Stock Holder of CETEC ELECTRONIC ENGINEERING, INC. who being well known to me and known to be the person described in the foregoing, upon being duly sworn, deposes and says that he has executed this Amended Articles of Incorporation for the purposes therein expressed and further states that the information therein is true and correct to the best of his knowledge.

SWORN TO and SUBSCRIBED before me, this 12th day of February, 1996.



CANDACE L. HAYES
My Commission CO180024
Expires Mar 25, 1996
Huckleberry Associates Inc
800-422-1555


Notary Public-State of Florida
Name: Candace L. Hayes
Address: 620 Jasmine Road
Altamonte Springs, FL 32701
Comm. Exp. 3/25/96

RECEIVED
FEB 15 AM 10:36
STATE OF FLORIDA