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ROBERT S. HAYES

February 15, 1995

Via Airborne Express

Corporate Records Filing Bureau
409 E. Gaines Street
Tallahassee, Florida 32399

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-02/16/95--01126--018
***122.50 ***122.50

Attn: Division of Corporations

Re: **VSI VACUUM SCIENCE INSTRUMENTS INC.**

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation and the Acceptance of Designation of Registered Agent.

Also, enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

ROBERT S. HAYES, P.A.

Robert S. Hayes/kae

Robert S. Hayes, Esquire

RSH/kae
Enclosures
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 16 AM 9:50

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ARTICLES OF INCORPORATION

OF

VSI VACUUM SCIENCE INSTRUMENTS INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 16 AM 9:50

ARTICLE I. CORPORATE NAME

The name of this Corporation is **VSI VACUUM SCIENCE INSTRUMENTS INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert S. Hayes
441 W. Vine Street
Kissimmee, FL 34741

The Corporation's principle address and mailing address is 443 W. Vine Street, Kissimmee, Florida 34741. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Mr. Heinz J. Kruger
443 W. Vine Street
Kissimmee, FL 34741

Bernard F. Hanks
443 W. Vine Street
Kissimmee, FL 34741

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

Bernard F. Hanks
443 W. Vine Street
Kissimmee, FL 34741

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. BEGINNING CAPITAL

The amount of capital with which this Corporation shall begin business is no less than \$100.00.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

OFFICE

NAME

President

Heinz J. Kruger

Vice President/Treasurer/Secretary

Bernard F. Hanks

ARTICLE XII. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose

of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record, of its decision, within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XIII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officer or officers may be entitled.

ARTICLE XIV. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation. The compensation of the directors of this Corporation shall be established by the vote of the stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February 10th, 1995.

Bernard F. Hanks
Incorporator

STATE OF FLORIDA :
COUNTY OF OSCEOLA:

BEFORE ME, a Notary Public, personally appeared BERNARD F. HANKS, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on February 10th, 1995.


Kimberly J. Ergle
Notary Public
State of Florida at Large
My commission expires:



KIMBERLY J. ERGLE
Notary Public State of Florida
My Comm. Exp. Apr. 3, 1998
Comm No. CC 267216

ACCEPTANCE

I, **ROBERT S. HAYES**, hereby accepts the designation as Registered Agent for Service of Process upon **VSI VACUUM SCIENCE INSTRUMENTS INC.**, desiring to organize under the laws of the State of Florida, with his registered office at 441 W. Vine Street, Kissimmee, Florida 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.


ROBERT S. HAYES

Sworn to before me on this
10th day of February, 1995.



Notary Public

My commission expires:



KIMBERLY A. ERGLE
Notary Public, State of Florida
My Comm. Exp. Apr. 3, 1998
Comm. No. CC 367216