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HEICO Corporation, 3000 Tolt Street, Hollywood, Florida 33021 • Telephone 305-007-6101 • Telex 512010

March 3, 1995

Mr. Kevin Nickens  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

11111111 1240951  
-08/02/94- 011010-011  
\*\*\*122.50 \*\*\*122.50

Re: Reference No. W94000017059

Dear Mr. Nickens:

Please find enclosed a set of Articles of Incorporation for Kaley Imaging, Inc. These Articles of Incorporation replace the Articles of Incorporation of Trust Management Corp. filed with your office in August, 1994.

In accord with the enclosed correspondence from your office, we have changed the name of Trust Management Corp. to Kaley Imaging, Inc. because the Trust Management Corp. name is already in use.

Further, in accord with your request, I have enclosed a copy of the Articles of Incorporation previously filed for Trust Management Corp.

As we have previously forwarded payment in the amount of \$122.50, I believe no additional payments for incorporation are required.

Finally, kindly return a Certificate of Incorporation to me along with a stamped copy of the enclosed additional copy of Articles of Incorporation for Kaley Imaging, Inc.

Sincerely,

  
Victor H. Mendelson  
General Counsel

VHM:ab  
Enc.

W94.17059  
KAN 3-6



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 3, 1994

VICTOR H. MENDELSON, GEN. COUNSEL  
HEICO CORPORATION  
3000 TAFT STREET  
HOLLYWOOD, FL 33021

SUBJECT: TRUST MANAGEMENT CORP.  
Ref. Number: W94000017059

We have received your document for TRUST MANAGEMENT CORP. and your check(s) totaling \$122.50. 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. 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. Simply adding "of Florida" or "Florida" to the end of an entity name does not constitute a difference.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens  
Document Specialist

Letter Number: 494A00035662

**ARTICLES OF INCORPORATION  
OF**

***Kaley Imaging, Inc.***

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

***Kaley Imaging, Inc.***

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

c/o HEICO CORPORATION  
3000 Taft Street  
Hollywood, Florida 33021

**ARTICLE III. 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 IV. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE V. TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

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

VICTOR H. MENDELSON, ESQ.  
3000 Taft Street  
Hollywood, Florida 33021

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTORS**

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

VICTOR H. MENDELSON  
3000 Taft Street  
Hollywood, Florida 33021

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

**ARTICLE IX. INCORPORATOR**

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

VICTOR H. MENDELSON, ESQ.  
3000 Taft Street  
Hollywood, Florida 33021

**ARTICLE X. CONFLICT OF INTEREST**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, 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 majority of the stock entitled to vote thereon, 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.

ARTICLES XII. INDEMNIFICATION

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

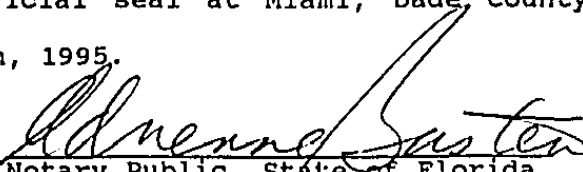
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 3rd day of March, 1995.

By:   
Victor H. Mendelson

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared Victor H. Mendelson, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 3rd day of March, 1995.

  
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL  
ADRIENNE BERNSEIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. C270526  
MY COMMISSION EXPIRES APR 19, 1997

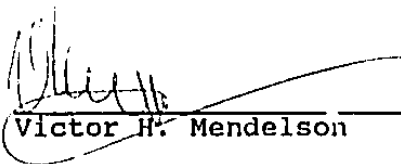
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 07.0501, Florida Statutes,  
the following is submitted, in compliance with said Statutes:

That Kaloy Imaging, Inc. desiring to organize under the laws  
of the State of Florida, with its initial registered office at c/o  
HEICO Corporation, 3000 Taft Street, Hollywood, Florida 33021,  
appoints Victor H. Mendelson, 3000 Taft Street, Hollywood, Florida  
33021, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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

  
\_\_\_\_\_  
Victor H. Mendelson