

3/1/95 P95000017984

Charter Number Only

Requester's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

100001421671
-03/06/95--01047--008
*****78.75 *****78.75

EFFECTIVE DATE
CORPORATION(S) NAME 3-1-95

100001421671
-03/06/95--01047--008
*****78.75 *****78.75

BOCA AUTOMATION INC.

FILED
MAR - 3 1995
29



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Examiner
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Verifier
Acknowledgment
W.P. Verifier

H. SIMS MAR - 6 1995

ARTICLES OF INCORPORATION
OF
BOCA AUTOMATION, INC.

ARTICLE 1

NAME

The name of this Corporation is BOCA AUTOMATION, Inc..

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be:
2900 SW 22nd Circle- #22-A2, Delray Beach, Florida 33445.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be:
2900 SW 22nd Circle- #22-A2, Delray Beach, Florida 33445.

ARTICLE 4

PURPOSES AND POWERS

- (A) The purpose of this Corporation is to engage in the development, engineering, consulting, manufacturing and purveyance of technically advanced products and operating systems for enclosed environments, and all activities related thereto.
- (B) The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.
- (C) This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

EFFECTIVE DATE
3-1-95

ARTICLE 5
EFFECTIVE DATE OF INCORPORATION

The effective date of this incorporation is March 1, 1995.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 2900 SW 22nd Circle- #22-A2, Delray Beach, Florida 33445, and the name of the initial registered agent of this Corporation at that address is Stuart D. Snyder.

ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Stuart D. Snyder, 2900 SW 22nd Circle, #22-A2, Delray Beach, Florida 33445.

ARTICLE 8
CAPITAL STOCK

This Corporation shall have authority to issue two types of Common Stock, to be known as Type A Voting Common with no par value, and Type B Non-voting Common with no par value. One Million (1,000,000) shares of the Type A Voting Common Stock and Two Million (2,000,000) shares of the Type B Non-voting Common Stock shall be authorized. The Type A and Type B shares shall have equal dividend rights and liquidation preferences but, except as otherwise provided by law, only the Type A shares shall be entitled to vote on action required or permitted by law to be approved by shareholders. Shareholders of Type A Voting Common and Type B Non-voting Common stock are entitled to receive, on an equal, share for share basis, the net assets of this Corporation upon dissolution.

ARTICLE 9
ELECTION TO S CORPORATION STATUS

This Corporation may elect to become an S Corporation as provided by law.

ARTICLE 10
PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 11
CUMULATIVE VOTING

At each election for Directors, every stockholder is entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 12
LIABILITY OF DIRECTORS OR OFFICERS

To the fullest extent permitted by law, the liability of a Director or Officer of the Corporation to the Corporation or its shareholders for damages arising out of a single transaction, occurrence or course of conduct shall be limited to zero dollars.

ARTICLE 13
INDEMNIFICATION OF DIRECTORS, OFFICERS, OTHERS

(A) The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Florida Statute), each Director, shareholder or officer (including each former Director, shareholder or officer) of the Corporation who was or is made party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by that person in connection with such action or proceeding.

(B) The Corporation shall pay all expenses (including attorney's fees and disbursements) incurred by a Director, shareholder or officer) referred to in Article Twelve of these Articles in defending or appearing as a witness in any action or proceeding relative to Article Twelve of these Articles in advance of the final disposition of the action or proceeding upon the receipt of an undertaking by or on behalf of that person to repay all amounts advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as provided in this Article.

(C) The Corporation may, as determined by the shareholders from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is made a party to or a witness in, or was or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in that person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorney's fees and disbursements), judgements, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by that person in connection with the action or proceeding. The Corporation may, as determined by the shareholders from time to time, pay expenses incurred by any such person by reason of his or her participation in an action or proceeding referred to in this Article in advance of the final disposition of the action or proceeding upon the receipt of an undertaking by or on behalf of that person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in this Article.

(D) Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by this Article or any Statute as in effect at the time of such alleged action or failure to take action. This prohibition includes Directors or officials of the Corporation, who shall be excluded from indemnification for any breach of fiduciary duty as specified by Florida statute.

ARTICLE 14 AMENDMENT

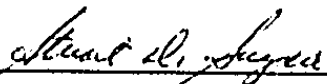
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law, and under the provisions of Article 15 of these Articles.

ARTICLE 15
AMENDMENT MAJORITIES

The affirmative vote of 75% of the full Board of Directors shall be required for approval of the following corporate action:

- a. Amendment of the Articles of Incorporation.
- b. Amendment of the By-Laws.
- c. Merger, consolidation or share exchange.
- d. Sale, lease or exchange of more than 50% of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business.

IN TESTIMONY WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of March, 1995.



Stuart D. Snyder, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BUCA AUTOMATION, Inc.

2. The name and address of the registered agent and office is:

Stuart D. Snyder

(Name)

2900 SW 22nd Circle- #22-A2

(P.O. Box not acceptable)

Delray Beach, Florida 33445

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Stuart D. Snyder
(Signature)

3/1/95
(Date)

FILED
MAR -5 PM 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA