CAPITAL CONNECTION, INC.	ol
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062	RE: Prose Electronics,
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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Announts Past 30 Days, 18% per Annum

THANK YOU from Your Capital Connection

## FILED ARTICLES OF INCORPORATION 95 MAR 15 AH 11: 12 SECRETARY OF STATE TALLAHASSEE, FLORIDA

**OF** 

## ROSE ELECTRONICS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I: NAME

The name of the corporation is ROSE ELECTRONICS, INC.

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 5 Industry Drive, Palm Coast, FL 32137.

#### ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

### ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Karl Giebmanns, 5 Industry Drive, Palm Coast, FL 32137.

#### ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors is Michael Rose, Edv-Dienstleistungen, Zwingenberger Strasse 35, D-64342, Jugenheim, Germany.

The undersigned has executed these Articles of Incorporation this 15th day of March, 1995.

Capital Connection, Inc.

Barbara Neeley - President

Incorporator

FILED 95 MAR 15 AM II: 13 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 t	he corp	oration	is:				
ROSE ELECTRONICS, INC.										
	The		and	street	address	o f	the	registered	agent	and
		KARI	. GI	EBMANN.S						
				try Dri						<del></del>

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.

KARL GIEBNANNS

# P950000420986

GLASSER AND HANDEL
ATTORNES AT LAW

150 S. PALMETTO AVENUE
BOX N
DAYTONA BEACH, FLORIDA 32114

(City, Sees, Zp)

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Other

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## Florida Department of State, Jim Smith, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of submits the following statement in order to change its registered office or registered agent, or both, in the State of Fiorida. 1a. The name of the corporation is:— ROSE ELECTRONICS, INC. 1b. Date of incorporation March 15, 1995 Document number P95000020986 2. The name and address of the current registered agent and office: KARL GIEBMANNS, 5 Industry Drive, Palm Coast, FL 32137 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) MICHAEL ROSE, 26 Burnham Lane, Palm Coast, FL The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board. MICHAEL ROSE, PRESIDENT SIGNATURE Typed or printed name and title <u>August 16, 1995</u> DATE 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 RELATIVE TO THE PROPER AND COM-PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT. SIGNATURE (Registered Agent) 1<u>6. 1995</u>

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
CR2E045 (7-91)
FILING FEE: \$35.00