

P95000022415

100 HAYS STREET

PLANTATION, FL 33324

904-222-1911

800-342-8866



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 563030 82621A

AUTHORIZATION :

Kim Clements

COST LIMIT : \$ 131.25

ORDER DATE : March 20, 1995

ORDER TIME : 2:31 PM

ORDER NO. : 563030

600001484276

CUSTOMER NO: 82621A

CUSTOMER: David A. Schwartz, Esq
PAULA L. SCHWARTZ, ESQ

Suite 204
8181 West Broward Boulevard
Plantation, FL 33324

DOMESTIC FILING

P95000022415

NAME: WESCAM-USA, INC.

- ☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

DN
3-21-95
04/11/01

RECORDED
95 MAR 20 PM 3:20
OFFICE OF CORPORATION

FILED
95 MAR 20 PM 7:36
SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WESCAM-USA, INC.**

FILED
95 MAR 20 AM 7:30
SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is **WESCAM-USA, INC.**, having a principal place of business at 270 East Drive, Suite A, Melbourne, Florida 32904.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares that the corporation is authorized to issue is 1,348,000 shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class, are as follows:

<u>Class</u>	<u>No. of Shares</u>	<u>Par Value/Share</u>
Common	1,000,000	\$0.001
Preferred	348,000	\$0.001

The Common stock shall have unlimited voting rights. The Preferred stock shall be non-voting and noncumulative, and shall be redeemable at the option of the corporation or the stockholder at the rate of One Dollar (\$1.00) per share. All or part of said

stock to be issued from time to time shall be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the Common stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

ARTICLE VI

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books

of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

6. Every stockholder upon the issuance of any new stock of the corporation of the same kind shall have the right to

purchase his pro rata share thereof, at the price at which it is offered to others.

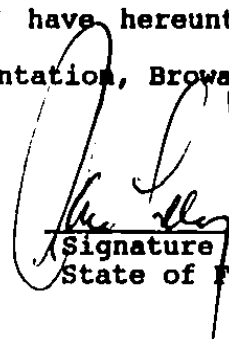
IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Plantation, Broward County, Florida, for the uses and purposes aforesaid this 17th day of March, 1995.

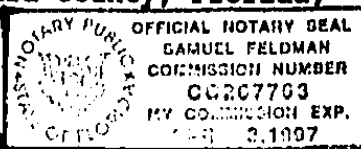

DAVID A. SCHWARTZ
INCORPORATOR

STATE OF FLORIDA)
 : SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared David A. Schwartz, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Plantation, Broward County, Florida, this 17th day of March, 1995.


Signature of Notary Public -
State of Florida)



My Commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced: _____

DID Take Oath ☐ OR DID NOT Take Oath ☒

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

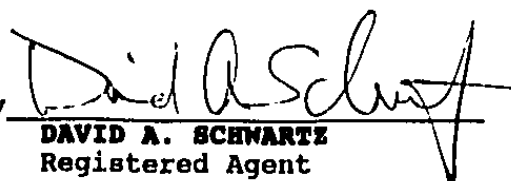
FILED
95 MAR 20 11 7-30
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

WESCAM-USA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Melbourne, County of Brevard, State of Florida, has named David A. Schwartz, 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 place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes.

By 
DAVID A. SCHWARTZ
Registered Agent

C:\WP51\CORP\WESCAM.AOI