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TRANSMITTAL LETTER

FILED

95 MAR 31 AM 9:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

950000064279
-03/31/95--01076--013
*****70.00 *****70.00

SUBJECT: PACIFIC AUTOMATED, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00.

FROM:

Robert N. Grantham

Name (printed or typed)

12811 Kenwood Lane, Suite 203

Address

Ft. Myers, FL 33907

City, State, & Zip

813-939-7686

Telephone Number

APR 5 1995 BSB

Note: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
PACIFIC AUTOMATED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons over the age of twenty-one (21) years, acting as Incorporators of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation is **PACIFIC AUTOMATED, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal office of business and mailing address of this corporation is 12811 Kenwood Lane, Suite 203, Ft. Myers, FL 33907.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

- (A) This Corporation is organized for the basic purpose of design, manufacturing, sales and marketing.
- (B) This Corporation shall have all rights and powers normally ascribed to and incident to said basic purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited or general partnerships, and to act as a general partner in one or more limited partnerships; acquiring, by

purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation; and to undertake all business transactions, functions and services ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.

- (C) This Corporation shall also have as its purpose the pursuit and development of any other business opportunities that relate to its basic purpose, as set forth above.
- (D) The Corporation may engage in other lawful activities providing that its bylaws and/or records reflect proper action permitting such activity.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is 1,000,000 having \$.01 par value. Each share shall participate equally in the earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. There shall be one class of common stock.

ARTICLE VI

COMMENCEMENT OF BUSINESS

The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) in cash or property has been received by it as consideration for the issuance of its shares.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registration office is 12811 Kenwood Lane, Suite 203, Fort Myers, FL 33907; and the name of its initial registered agent at such address is Robert N. Grantham.

ARTICLE VIII

INCORPORATORS

The Incorporators of the Corporation all reside in the United States, and their names and addresses are as follows:

Robert N. Grantham, 15551 Greenock Lane, Ft. Myers, FL 33912
Neil Vadnais, 2936 Jesmond Dene Heights Lane, Escondido, CA 92026

ARTICLE IX

DIRECTORS AND CUMULATIVE VOTING

The number of Directors constituting the initial Board of Directors of the Corporation is four and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and shall qualify, are:

Addresses	Percentage
Robert N. Grantham 15551 Greenock Lane Ft. Myers, FL 33912	50%
Neil Vadnais 2936 Jesmond Dene Heights Lane Escondido, CA 92026	50%

Such Directors are to be elected by cumulative voting, in that each Shareholder shall be entitled to vote all of his whole or fractional shares cumulatively.

ARTICLE X

REGULATION OF INTERNAL AFFAIRS

(A) Bylaws: The majority of the Directors may adopt bylaws for the

Corporation which are consistent with these Articles and the laws of the State of Florida, and may amend and repeal from time to time any bylaw.

- (B) **Contracts with Interested Directors or Officer:** No contract, lease, or other transaction between the Corporation and any other corporation and no other act of the Corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected, by the fact that any one or more of the Directors of the Corporation is pecuniarily or otherwise interested in, or are Directors or officers of such other corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation without regard to the fact that he is also a Director of such subsidiary or affiliated Corporation. Any Director of the Corporation, individually, or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract, lease, or other transaction with the Corporation, provided that the fact that he individually or as a member of such firm or association is such a party to, or is so interested in, any contract, lease, or other transaction with the Corporation, shall be disclosed, or shall have been known, to the Board of Directors or by a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract, lease, or other transaction and may vote there to authorize any such contractor transaction.
- (C) **Shareholders' Meeting:** Meetings of Shareholders may be called by the President or by any one Director or by any number of Shareholders owning not less than ten percent of the outstanding shares entitled to vote at such meeting. Notice of Shareholders' meetings shall be given in writing by mailing such notice to the address of every Shareholder, at the last known address of such Shareholder, at least ten days prior to the date and hour of said meeting. Publication of notice of a Shareholders' meeting is not required for any purpose. Any notice required to be given any Shareholders of this Corporation may be waived by written instrument signed by such Shareholders.

ARTICLE XI

SPECIAL REQUIREMENTS FOR DIRECTOR ACTION

Except with the affirmative vote of not less than sixty percent (60%) of the total number of Directors constituting the entire Board, the Board of Directors or any committee thereof shall not have the power, or take any action the result

of which would be to:

- (A) Amend, repeal or alter in any way the Articles of Incorporation or Bylaws of the Corporation;
- (B) Merge or consolidate or agree to merge or consolidate the Corporation with or into any other corporation or corporations;
- (C) Liquidate, reorganize or recapitalize the Corporation or adopt any plan to do so;
- (D) Issue or sell any shares of Capital Stock of the Corporation or any options or rights to purchase any shares of Capital Stock of the Corporation, whether or not such shares have been previously authorized or issued;
- (E) Declare or pay any dividends on, or make any other distributions upon or in respect of, or purchase, retire or retain any Shares of the Capital Stock of the Corporation, or set aside any funds for such purposes.

ARTICLE XII

SHAREHOLDER VOTE REQUIRED FOR FUNDAMENTAL CHANGES

The affirmative vote of holders of sixty percent (60%) of the outstanding shares entitled to vote shall be necessary for the following corporate action:

- (A) Amendment to the Articles of Incorporation;
- (B) Merger or consolidation of the Corporation;
- (C) Reduction or increase of the stated capital of the Corporation
- (D) Reduction or increase in the number of authorized shares of the Corporation;

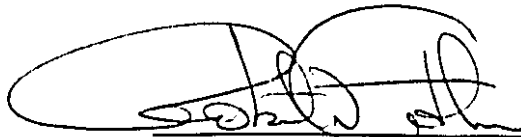
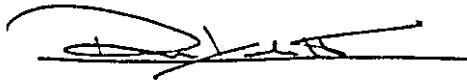
- (E) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (F) Dissolution of the Corporation.

ARTICLE XIII

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgements or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgement be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation,
under the laws of the State of Florida, this 29 day of
March, 1995.

WITNESS:



Robert N. Grantham (SEAL)
Subscriber & Incorporator

_____ (SEAL)

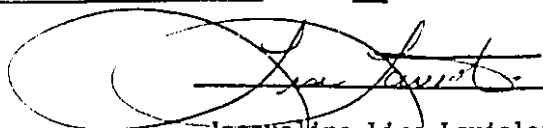
_____ (SEAL)

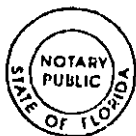
State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared
Neil Vadnais to me known to be the individual described in and who
executed the foregoing Articles of Incorporation and acknowledged
before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
named, this 29 day of March, 1995.

My Commission Expires:

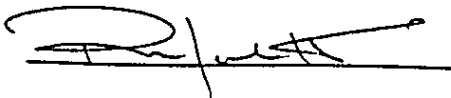


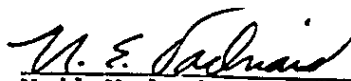
Jacqueline Lise Laviolette
Print Name
Commission No. CC271974

JACQUELINE LISE LAVIOLETTE
My Comm Exp. 3/25/97
Bonded By Service Ins
No. CC271974
H_{er}esimdy know 11000100

IN WITNESS WHEREOF, I have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation,
under the laws of the State of Florida, this 29 day of
March, 1995.

WITNESS:



 (SEAL)
Neil Vadnais
Subscriber & Incorporator

_____ (SEAL)

_____ (SEAL)

State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared
Neil Vadnais to me known to be the individual described in and who
executed the foregoing Articles of Incorporation and acknowledged
before me that he executed same for the purposes therein expressed.

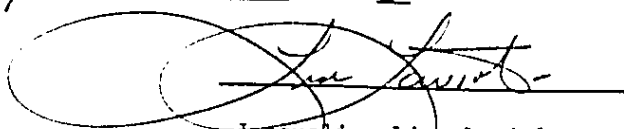
WITNESS my hand and official seal in the County and State
named, this 29 day of March, 1995.

My Commission Expires:



JACQUELINE LISE LAVIOLETTE
My Comm Exp. 3/25/97
Bonded By Service Ins
No. CC271974

☒ Personally Known ☐ Other I.D.


Jacqueline Lise Laviolette
Print Name
Commission No. CC271974

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: PACIFIC AUTOMATED, INC.

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

Robert N. Grantham

(Name)

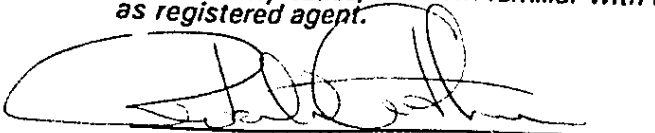
12811 Kenwood Lane, Suite 203

(P.O. Box not acceptable)

Ft. Myers, FL 33907

(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.


(Signature)

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TALLAHASSEE, FLORIDA