

MOORE & MENKHAUS, P.A.

ATTORNEYS AT LAW

4800 N. FEDERAL HIGHWAY  
SUITE 210-A  
BOCA RATON, FLORIDA 33431-5170

(407) 394-7010  
FAX TELEPHONE  
(407) 393-0541

P95000037209

Writer's Direct Dial  
(407) 394-7944

May 5, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200001480112  
-05/03/95--01025--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: BarDan Corp.

Dear Sir/Madam:

Enclosed and filed herewith are the original Articles of Incorporation for BarDan Corp. together with a copy of the Articles of Incorporation for certification.

I am also enclosing a check made payable to the Secretary of State in the amount of \$122.50 for the cost of filing these articles.

Kindly acknowledge receipt of the enclosed by date stamping the enclosed copy of this letter and return it to me in the enclosed self-addressed, postage prepaid envelope provided for your convenience.

Very truly yours,

  
W. Rodgers Moore

WRM/tmp  
Enclosures

F:\DATA\WP51\TEMP\bardan.BEC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY -8 AM 8:16

**ARTICLES OF INCORPORATION**  
**OF**  
**BarDan Corp.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
91 MAY 2 PM 8:15

**ARTICLE I**  
**NAME**

The name of this corporation is: BarDan Corp. and the principal office address is 1700 N. Dixie Highway, #100, Boca Raton, FL 33432.

**ARTICLE II**  
**PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

This corporation is authorized to issue a total of 10,000 shares of common stock, par value \$0.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of voting common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4800 N. Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Daniel E. Moffitt

9774 D. Boca Gardens Circle, N.  
Boca Raton, FL 33496

Barbara L. Moffitt

9774 D. Boca Gardens Circle, N.  
Boca Raton, FL 33496

ARTICLE VII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

ARTICLE VIII  
CLASS VOTE

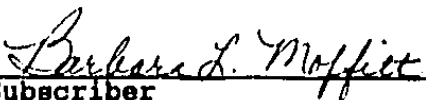
Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles are: Daniel E. Moffitt and Barbara L. Moffitt, 9774 D, Boca Gardens Circle, N., Boca Raton, Florida 33496.

IN WITNESS WHEREOF, the undersigned subscribers and registered agents have executed these Articles of Incorporation as of this 3rd day of May, 1995.

  
Subscriber

  
Subscriber

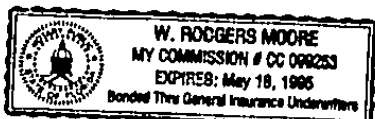
STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3rd day of May, 1995 by Daniel E. Moffitt and Barbara L. Moffitt, who are personally known to me and who did (did not) take an oath.

  
Notary Public

W. RODGERS MOORE

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -8 AM 8:16

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 Florida Statutes.

  
\_\_\_\_\_  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
53 MAY -8 AM 8:16

F:\DATA\WP51\TEMP\BJADAN.ART