

14 006  
P950000 44074



ACCOUNT NO. : 072100000032

REFERENCE : 611360 132254A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : June 7, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 611360

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

100001507181  
-06/07/95--01032--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: SOUTHEAST CIRCUIT ACQUISITION,  
INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
X PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

NANCY HENDRICKS JUN - 8 1995

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

*EH LTR*

ARTICLES OF INCORPORATION  
OF  
SOUTHEAST CIRCUIT ACQUISITION, INC.

ARTICLE I.

NAME

The name of this corporation is Southeast Circuit Acquisition, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The Corporation currently does not have a principal office in Florida. The mailing address of this corporation is Post Office Box 17744, Clearwater, Florida 34622.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of June 6, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are V. James Dickson, 150 Second Avenue North, 17th Floor, St. Petersburg, Florida 33701.

**ARTICLE VII.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are:

Donald J. Riccardi  
1630 N.W. 49th Court  
Pompano Beach, Florida 33064

Edward J. Maloney  
5617 Asheforde Lane  
Marietta, Georgia 30068

**ARTICLE VIII.**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Susan W. Carlson, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

**ARTICLE IX.**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X.**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XI.**

**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

**ARTICLE XII.**

**PREFERTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

D. Shares sold otherwise than for money.  
This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XIII.

##### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the

meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

**ARTICLE XIV.**

**LONG-TERM EMPLOYMENT CONTRACT**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 6<sup>th</sup> day of June, 1995.

  
SUSAN W. CARLSON

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 6<sup>th</sup> day of June, 1995.

V. James Dickson  
V. James Dickson

[illegible]

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
222-0171 FAX

800-342-8086

P95000044074



ACCOUNT NO. : 072100000032

REFERENCE : 653982 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 4, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 653982

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq  
Bronstein Carlson Gleim &  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

600001553206  
-08/04/95--01031--021  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: SOUTHEAST CIRCUIT ACQUISITION,  
INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

DIVISION OF REGISTRATION

55 AUG -4 PM 11:12

95 AUG -4 PM 4:05  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
SOUTHEAST CIRCUIT ACQUISITION, INC.

FILED  
95 AUG -4 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

.. The name of the Corporation is SOUTHEAST CIRCUIT ACQUISITION, INC.

2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I

"The name of this Corporation is: SOUTHEAST CIRCUIT SUPPLY, INC."

3. This Amendment has been adopted by unanimous Written Action of the Directors and Shareholders of the Corporation on July 26, 1995, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 26 day of July, 1995.

SOUTHEAST CIRCUIT ACQUISITION, INC.,  
a Florida corporation

By:   
Donald J. Riccardi, President