

P95000047826

Andrew J. Britton, P.A.

• Wills, Trusts &
Estate Planning
Corporation &
Business Law

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Venice, Florida 34285

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(813) 488-2544

June 14, 1995

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

100001515571
-06/16/95--01070--000
*****78.75 *****78.75

Re: IBP Instruments, Inc.

Dear Sir or Madam:

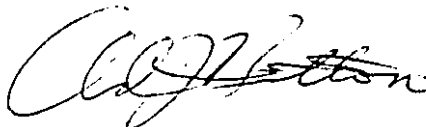
Enclosed please find the original and a copy of the Articles of Incorporation of the above referenced corporation.

Also enclosed is our check in the amount of \$78.75 to cover the following:

\$35.00	Filing fee
8.75	Certificate under seal
35.00	Designation of Registered Agent

Please return the certificate under seal and a copy of the Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,



Andrew J. Britton

AJB/bk

Enclosures

FILED
95 JUN 16 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
IBP INSTRUMENTS, INC.

FILED
95 JUN 16 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME; ADDRESS

The name of the corporation shall be IBP INSTRUMENTS, INC., and the principal place of business and mailing address of this corporation shall be:

931 Kathy Court
Venice, Florida 34293

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles are filed with the Department of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of the sale, import and export of measuring instruments, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or

all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.0302 of the Act.

ARTICLE 4. STOCK

The corporation shall have authority to issue 100,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5. PREEMPTIVE RIGHTS

AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. 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 prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property. Shares in the corporation shall not be issued for

consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all Shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more Shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the rights of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 931 Kathy Court, Venice, Florida 34293, and the name of the initial registered agent of the corporation at such address is SYLVIA SARGENT-ECHTLER.

ARTICLE 7. DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successor be elected and qualify, or until his earlier resignation, removal from office or death, is as follows:

<u>Name</u>	<u>Address</u>
Werner Pfingstmann	Kurze Kamp Strasse 1a 30659 Hannover, Germany

ARTICLE 8. INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Werner Pfingstmann	Kurze Kamp Strasse 1a 30659 Hannover, Germany

ARTICLE 9. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Bylaws. The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the Directors of the Corporation is interested in or is a Director or Officer of another corporation, or (b) the fact that any Director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a Director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 14th day of June 1995.



WERNER PFINGSTMANN

STATE OF FLORIDA
COUNTY OF SARASOTA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that WERNER PFINGSTMANN, personally known to me (yes or no) did produce PASSPORT 1472150377 as identification, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 14th day of June, 1995.

(Signature)
Notary Public



ANDREW J. BRITTON
MY COMMISSION # CC 181262 EXPIRES
March 19, 1996
BONDED THROUGH TROY FAIR INSURANCE, INC.

My commission expires:

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)
SYLVIA SARGENT-ECHTLER

Date

6/14/95

FILED
JUN 16 PM 12:16
CLERK OF STATE
TREASURY FLORIDA

P95000047826

IBP INSTRUCTIONS
741 OLD DUB RD
TALLAHASSEE, FL 32310

10000001565571
-03/22/95--01053--000
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
25 AUG 21 AM 11:52
TALLAHASSEE, FLORIDA

P95000047826
RA Chg.
8/5
JB

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 Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: IRP Instruments, Inc.

1b. The mailing address of the corporation is: 741 Old Dirt Road
Tallahassee, Florida 32311

1c. Date of incorporation: June 16, 1995 Document number: 795000047826

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

Sylvia Sargent-Echler
931 Kathy Court
Venice, Florida 34292

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Thomas F. Slattery
741 Old Dirt Road
Tallahassee, Florida 32311

The street address of its registered office 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.

(Signature of an officer, chairman or vice chairman of the board)

(Date)

Diol. Ing. W. Finestmann, Pres.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

THOMAS F. SLATTERY
(Typed or Printed Name)
741 OLD DIRT RD. - TALLAHASSEE 32311

(Capacity)

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

P95000047826

(Reg)

P.O. BOX 1936
PONTE VEDRA BEACH, FL 32004

(City, State, Zip)

(Phone #)

800001680358
-01/05/96--01075--013
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -5 AM 10:04

NEW FILINGS

Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/> Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

REGISTRATION/
QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

JAN 11 1996

Examiner's Initials

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

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is IBP Instruments, Inc.
2. Date of incorporation: June 16, 1995
3. Document Number: P95000047826
4. The name and address of the current registered agent and office is:

Thomas F. Slattery, 741 Old Dixie Street
Tallahassee, Florida 32311

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

Juergen Boettcher

201 ATP Tour Blvd.

Ponte Vedra Beach, Florida 32082

6. The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

[Signature] W. P. Ringmann

Date: December 10, 1995

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -5 AM 10:04