

# P95000049956

LAW OFFICES

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-9000

ONE BOCA PLACE • SUITE 411E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7303

MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

MILTON S. BLAUT X  
ALAN B. COHN X  
MAURICE M. GARCIA  
GENE K. GLASSER X  
STANLEY D. GOTTSCHEN X  
NANCY L. LA VISTA  
SCOTT A. ORTH  
JENNIFER C. PRICE  
LEONARD ROBBINS  
KENNETH A. RUBIN  
REUBEN M. SCHNEIDER X X  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN X  
KAREN A. YOUNG

EDWARD S. RESNICK (RET.)

• BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

• BOARD CERTIFIED REAL ESTATE LAWYER

1 MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
1 MEMBER OF OHIO BAR

TELEPHONES

HOLLYWOOD (305) 921-5500

FAX: (305) 925-7013

BOCA RATON & DELRAY

(407) 994-2212

(407) 994-2772

FAX: (407) 997-8494

NORTH BROWARD (305) 428-9800

MIAMI (305) 940-8440

PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

ZZZ-Q-0009

June 20, 1995

VIA CERTIFIED MAIL # Z 361 725 914

6/23

100001522561  
-06/26/95--01009--017  
\*\*\*\*122.50 \*\*\*\*122.50

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

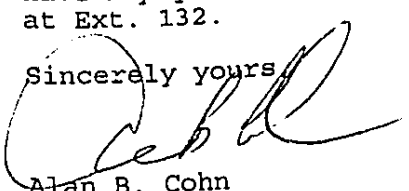
RE: BEKMA ELECTRONICS CORP.

Dear Sir or Madam:

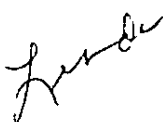
Enclosed for filing please find one original and one copy of the Articles of Incorporation for BEKMA ELECTRONICS CORP. Also enclosed is a check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

  
Alan B. Cohn

ABC:leh/117288  
Enclosures



FILED  
95 JUN 23 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BEKMA ELECTRONICS CORP.

FILED  
95 JUN 23 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is BEKMA ELECTRONICS CORP.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue One Hundred (100) shares of common stock par value \$1.00 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 2021 Tyler Street, Hollywood, FL 33020 and the name of the initial registered agent of the Corporation at such address is Alan B. Cohn.

ARTICLE V

The initial mailing address for the Corporation is 7960 N.W. 6th Court, Margate, FL 33063

ARTICLE VI

The Corporation shall have two directors initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors are as follows:

Goodarz Behroozi  
7960 N.W. 6th Court  
Margate, FL 33063

Philippe Kenol  
7960 N.W. 6th Court  
Margate, FL 33063

#### ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

#### ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

#### ARTICLE X

The name and address of the incorporator of this Corporation is:

Goodarz Behrooz  
7960 N.W. 6th Court  
Margate, FL 33063

#### ARTICLE XI

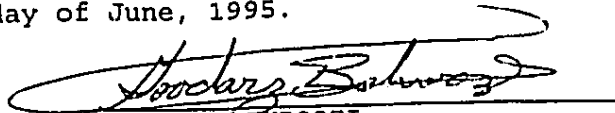
The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the

Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of June, 1995.

  
GOODARZ BEHROOZI

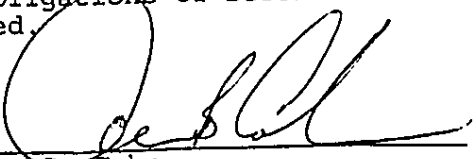
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED  
95 JUN 23 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.

  
Alan B. Cohn

/leh/116162

P95000049956

OFFICES

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

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1916-1992

PAUL B. ANTON  
1927-1981

MILTON S. BLAUT X  
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MIAMI (305) 940-8470  
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

BEC-0001

July 18, 1995

VIA CERTIFIED MAIL # Z 361 725 903

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

RE: BEKMA ELECTRONICS CORP.

Dear Sir or Madam:

Please be advised that the new address for BEKMA ELECTRONICS CORP.  
is as follows:

5520-H Coach House Circle  
Boca Raton, FL 33486

Also enclosed is a duplicate of this letter, please date stamp and  
return in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Should you  
have any questions, please call my Corporate Assistant, Lisa Hirsch  
at Ext. 132.

Sincerely yours,

Alan B. Cohn

ABC:leh/121605  
Enclosures

cc: Mr. Goodarz Behroozi

JW  
7-26-95