

RITTER & CHUSID
ATTORNEYS AT LAW

INTERCONTINENTAL BANK CENTER
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
MITCHEL CHUSID*

OF COUNSEL:
STACY J. RITTER
WARREN J. KOZLOW

*Also Admitted in New York

(407) 384-2180
BROWARD: (306) 820-0223
FAX: (407) 384-9999

FILED

95 JUN 29 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE OFFICE:
FIFTH FLOOR, CONCORD BUILDING
WEST FLAGLER STREET
MIAMI, FLORIDA 33130

P95000051361

June 26, 1995

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

600001527056
-06/29/95--01053--008
****122.50 ****122.50

Re: AMP Industries, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for **AMP Industries, Inc.**, together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Gail M. Mulligan

Gail M. Mulligan
Legal Assistant

Enclosures
gm

*DK
6-20-95*

**ARTICLES OF INCORPORATION
OF
AMP INDUSTRIES, INC.**

FILED
95 JUN 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

AMP INDUSTRIES, INC. (the "Corporation")

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

B. Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that

which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 4560 West Tradewinds Avenue, Lauderdale By-The-Sea, Florida 33308. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Warren B. Meretsky -	4560 West Tradewinds Avenue Lauderdale By-The-Sea, FL 33308
Anne Marie Meretsky -	4560 West Tradewinds Avenue Lauderdale By-The-Sea, FL 33308

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Warren B. Meretsky, 4650 West Tradewinds Avenue, Lauderdale By-The-Sea, Florida 33308.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4560 West Tradewinds Avenue, Lauderdale By-the-Sea, Florida 33308, and the name of the initial registered agent of the Corporation at that address is Warren B. Meretsky.

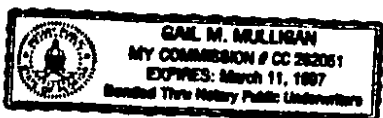
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22ND day of June, 1995.

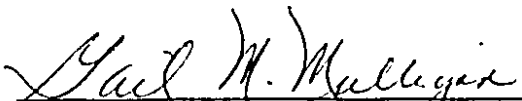

Warren B. Meretsky

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

The foregoing instrument was acknowledged before me this 22ND day of June, 1995, by WARREN B. MERETSKY as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:




NOTARY PUBLIC, State of Florida
Print name: GAIL M. MULLIGAN

[SEAL]

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 JUN 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

AMP INDUSTRIES, INC., a corporation being organized under the laws of the State of Florida, designates 4560 West Tradewinds Avenue, Lauderdale By-The-Sea, Florida 33308, as its registered office and has named **WARREN B. MERETSKY** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for **AMP INDUSTRIES, INC.** at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: 

REGISTERED AGENT

P95000051361

RITTER & CHUSID

ATTORNEYS AT LAW

INTERCONTINENTAL BANK CENTER
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
MITCHEL CHUSID*
KEITH A. GOLDBLUM

OF COUNSEL
STACY J. RITTER
WARREN J. KOZLOW
CAROLYN ANNE PICKARD

(561) 394-2100
BROWARD, (954) 420-0223
FAX (561) 394-2582

DADE OFFICE:
SUITE 1020
INGHAM BUILDING
16 S.E. 2ND AVENUE
MIAMI, FLORIDA 33131

August 19, 1996

*Also Admitted in New York

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

800001929658
-00/22/96--01057--003
*****87.50 *****87.50

Re: AMP INDUSTRIES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Dissolution for AMP INDUSTRIES, INC., together with our office check in the amount of \$87.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza
Cynthia C. Mendoza
Legal Assistant

/cm
Enclosures

FILED
96 AUG 22 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS AUG 29 1996

No 1 dis

ARTICLES OF DISSOLUTION
BY THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
AMP INDUSTRIES, INC.

FILED
96 AUG 22 PM 12:02
SEAL OF THE STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statute Section 607.1403, this corporation submits the following Articles of Dissolution:


1. The name of the corporation is:
AMP INDUSTRIES, INC.
2. The date of incorporation of the corporation:
June 29, 1995
3. The date the dissolution was authorized:
June 19, 1996
4. The dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
5. These Articles will be effective as of the date of filing.

Dated: June 19, 1996


WARREN B. MERETSKY, President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this day of June, 1996 by WARREN B. MERETSKY, President of AMP INDUSTRIES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.


Notary Public
Print Name: SULANE CRAMER

My Commission Expires:

