

P95000152491

Document Number Only

95 JUL 7 1995

OF CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

Pulaski Corporation

Profit Articles of Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of H.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name F. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> OUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Director
Manager
Acknowledgment
W.P. Verifier

7 4
3pm

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PULAU CORPORATION

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
PULAU CORPORATION.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is: 12423 Research Parkway, Orlando, Florida 32826

THIRD: The number of shares of the corporation is authorized to issue is: Twenty Thousar (20,000) of common stock without par value.

FOURTH: Provisions granting preemptive rights are: Each shareholder of subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: Before there can be valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Said notice shall specify the number of shares to be sold or transferred, the price per share, and the terms upon which such holder intends to make such sale or transfer. The secretary shall, within five (5) days thereafter,

mail or personally deliver a copy of said notice to each of the other shareholders to the last known addresses of such shareholders, as the same may appear on the books of this corporation. Within fifteen (15) days after the mailing or delivering of said notices to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in said notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms stated in said notice.

If the total number of shares specified in such offer exceeds the number of shares referred to in said notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary, as the number of shares of this corporation, which he holds, bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the secretary.

If all of the shares referred to in said notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of these shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

If none or only a part of the shares referred to in said notice to the secretary is purchased, as aforesaid, in accordance with offers made within said fifteen (15) day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in said notice to the secretary not so purchased by the other shareholders, to any person or persons he may so desire,

provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to the secretary

Any sale or transfer, or purported sale or transfer of the shares of said corporation shall be null and void unless the terms, conditions and provisions of this Article FIFTH are strictly observed and followed

SIXTH. The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System

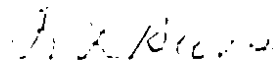
SEVENTH. The number of directors constituting the initial board of the corporation is Three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are

<u>NAME</u>	<u>ADDRESS</u>
Loedwyk O. Harding	12423 Research Parkway, Orlando, Florida 32826
Charles W. Wendland	12423 Research Parkway, Orlando, Florida 32826
Walter J. Sunderlin	12423 Research Parkway, Orlando, Florida 32826

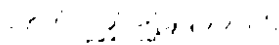
EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
K. L. Buss	906 Olive Street, St. Louis, Missouri 63101
W. J. Zaricor	906 Olive Street, St. Louis, Missouri 63101
P.A. Donjoian	906 Olive Street, St. Louis, Missouri 63101

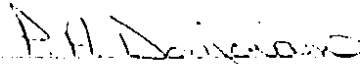
The undersigned have executed these Articles of Incorporation this 3rd of July, 1995



K. L. Buss, Incorporator



W. J. Zancor, Incorporator



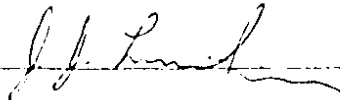
P. A. Donjoian, Incorporator

Acceptance by the registered agent as required in Section 607.0501 (3) F.S. C T Corporation
System is familiar with and accepts the obligations provided in Section 607.0505

C T CORPORATION SYSTEM

Dated July 6, 1995.

BY



J. J. Linnihan, Asst. Vice President

1995-7-11 14:56



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

P95000052491

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PULAU ELECTRONICS CORPORATION, a California corporation,
F94000000027

INTO

PULAU CORPORATION which changed its name to

PULAU ELECTRONICS CORPORATION, a Florida corporation,
P95000052491.

File date: September 26, 1995

Corporate Specialist: Joy Moon-French

Document Number Only

P9500005 2491

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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CR2E031 (1-89)

3-20
7-15-95
9/26
JOY
Merger
name change



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

September 15, 1995

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PULAU CORPORATION
Ref. Number: P95000052491

We have received your document for PULAU CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears that you have only submitted the Plan of Merger, we also need the Articles of Merger --- If the document you have submitted is intended to be both, please entitle the document "Articles and Plan of Merger".

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 995A00042631

ARTICLES AND PLAN OF MERGER

Articles and Plan of Merger dated July 15, 1995, by and between Pulau Electronics Corporation, a California corporation (hereinafter called "Pulau California"), and Pulau Corporation, a Florida corporation (hereinafter called "Pulau Florida").

WHEREAS:

1. The Shareholders and Boards of Directors of Pulau California and Pulau Florida have resolved that Pulau California be merged and pursuant to the General Corporation Law of the State of California and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, Pulau Florida, shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of Pulau California consists of 20,000 shares of Common Stock, with no par value (hereinafter called "Pulau California Common Stock"), of which 7,300 shares are issued and outstanding;
3. The authorized capital stock of Pulau Florida consists of 20,000 shares of Common Stock with no par value (hereinafter called "Pulau Florida Common Stock"), 1 share of which is issued and outstanding; and
4. The respective Boards of Directors of Pulau California and Pulau Florida have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida and the Business Corporation Law of the State of California that Pulau California shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Pulau Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 Pulau California Stockholders' Meeting. Pulau California shall call a meeting of its stockholders to be held in accordance with the Business Corporation

Law of the State of California at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Pulau California as Sole Stockholder of Pulau Florida. On or before July 15, 1995, Pulau California, as the sole stockholder of Pulau Florida, shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Pulau California in accordance with the Business Corporation Law of the State of California, (b) this Agreement has been adopted by Pulau California as the sole stockholder of Pulau Florida, in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of California. Such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Pulau California shall cease, and Pulau California shall be merged into Pulau Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Pulau California; and all and singular, the rights, privileges, powers, and franchises of Pulau California, and all property, real, personal, and mixed, and all debts due to Pulau California on whatever account, as well for stock subscriptions and all other things in action or belonging to Pulau California, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Pulau California, and the title to any real estate vested by deed or otherwise, under the laws of Florida or California or any other jurisdiction, in Pulau California shall be preserved unimpaired, and all debts, liabilities, and duties of Pulau California shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Pulau California or the corresponding officers of the Surviving Corporation, may, in the name of Pulau California, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Pulau California's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Pulau Electronics Corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Pulau Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of Pulau Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Pulau California and the nature and amount of securities of Pulau Florida which the holders of shares of Pulau California Common Stock are to receive in exchange for such shares are as follows:

3.1 Pulau California Common Stock. Each one share of Pulau California Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Pulau Florida Common Stock, and outstanding certificates representing shares of Pulau California Common Stock shall thereafter represent shares of Pulau Florida Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Pulau Florida Common Stock Held by Pulau California. All issued and outstanding shares of Pulau Florida Common Stock held by Pulau California immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous

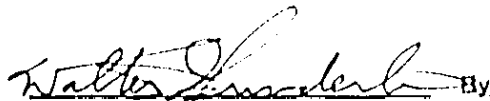
4.1 This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of these Articles and Plan of Merger by the shareholders of Pulau California, if the Board of Directors of Pulau California or of the Surviving Corporation duly adopt a resolution abandoning this Merger.

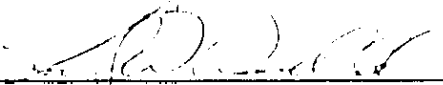
4.2 For the convenience of the parties hereto and to facilitate the filing of these Articles and Plan of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Pulau Electronics Corporation, and Pulau Corporation, all on the date first above written.

ATTEST:

Pulau Electronics Corporation
a California corporation



Walter J. Sunderlin
Treasurer

By 
Charles W. Wendland, President

(SEAL)

ATTEST:

Pulau Corporation
a Florida corporation


Walter J. Sunderlin
Assistant Secretary

By 
Charles W. Wendland, President

(SEAL)

ANNUAL MEETING OF
SHAREHOLDERS OF
PULAU ELECTRONICS CORPORATION

July 15, 1995

The annual meeting of shareholders of Pulau Electronics Corporation was called to order at 10 a.m. on July 15, 1995, at the Treasure Island Hotel in Las Vegas, Nevada, with L. O. Harding, Chairman, presiding. All shareholders were present as follows:

Name	Number of Shares
L. O. Harding	5,300
Thomas E. Davis	2,000

The reading of minutes of the prior meetings was waived.

Old Business

There was no old business to discuss.

New Business

The shareholders unanimously approved the merger of Pulau Electronics Corporation into the newly created Pulau Corporation pursuant to the Merger Agreement and Unanimous Consent attached to these minutes.

The shareholders further elected the current directors (L. O. Harding, Thomas E. Davis, Charles W. Wendland, and Gary Nakata) to serve as directors of Pulau Electronics Corporation until the merger is completed.

There being no further business to come before the meeting, it was on motion duly made and seconded,

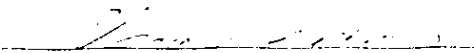
RESOLVED, to adjourn.



L. O. Harding, Chairman, Shareholder



Thomas E. Davis, Shareholder



Gary Y. Nakata, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

On this 22nd day of September, 1995, I attest that the attached document is a true, exact, complete, and unaltered photocopy made by me of Annual Meeting of Shareholders of Pulau Electronics Corporation, dated July 15, 1995, presented to me by the document's custodian and, to the best of my knowledge, that the photocopied document is neither a public record nor a publicly recordable document, certified copies of which are available from an official source other than a notary public.



BARBARA M. LATTORUS
My Commission CC473460
Expires Jun 18, 1999
Bonded by FOFI
800-422-1555

A handwritten signature in cursive script, reading "Barbara M. Lattorus", written over a horizontal line.

Barbara M. Lattorus, Notary Public
My Commission Expires 06/18/99
Commission # CC473460

INITIAL ORGANIZATIONAL MEETING OF
SHAREHOLDERS OF
PULAU CORPORATION

July 15, 1995

The initial organizational meeting of shareholders of Pulau Corporation was called to order at 10:30 a.m. on July 15, 1995, at the Treasure Island Hotel in Las Vegas, Nevada, with L. O. Harding, Chairman, presiding.

New Business

The issuance of shares of Pulau Corporation to L. O. Harding and Thomas E. Davis, pursuant to the attached Merger Agreement between Pulau Corporation and Pulau Electronics Corporation was approved.

The Articles of Incorporation and By-Laws of Pulau Corporation as attached to these minutes were duly adopted by unanimous consent of the shareholders identified above.

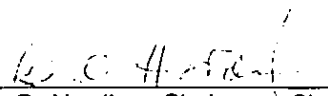
The following individuals were elected to be Directors of Pulau Corporation: L. O. Harding, Charles Wendland, and Walter J. Sunderlin.

The shareholders unanimously approved a change in name from "Pulau Corporation" to "Pulau Electronics Corporation."


The shareholders instructed the directors of the corporation to form a holding company to be established in the most tax-advantageous state (tentatively Nevada), to wholly-own as subsidiaries the current Logistics, Core Memory, and International Divisions of Pulau Electronics Corporation, provided, that such holding company will be owned by the current shareholders of Pulau Electronics Corporation in the same proportion as their current stockholdings.

There being no further business to come before the meeting, it was on motion duly made and seconded,

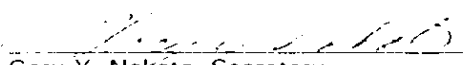
RESOLVED, to adjourn.



L. O. Harding, Chairman, Shareholder



Thomas E. Davis, Shareholder



Gary Y. Nakata, Secretary

STATE OF FLORIDA :
COUNTY OF ORANGE:

On this 22nd day of September, 1995, I attest that the attached document is a true, exact, complete, and unaltered photocopy made by me of Initial Organizational Meeting of Shareholders of Pulau Corporation, dated July 15, 1995, presented to me by the document's custodian and, to the best of my knowledge, that the photocopied document is neither a public record nor a publicly recordable document, certified copies of which are available from an official source other than a notary public.



BARBARA M. LATTOMUS
My Commission CC473460
Expires Jun. 18, 1999
Bonded by FIAI
800-422-1555

Barbara M. Lattomus

Barbara M. Lattomus, Notary Public
My Commission Expires 06/18/99
Commission # CC473460