

150 HAYS STREET
TAMPA, FL 33601
1995
JUL 12 1995

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 638194 41440

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : July 12, 1995

ORDER TIME : 9:50 AM

ORDER NO. : 638194

CUSTOMER NO: 41440

CUSTOMER: Robert J. Grammig, Esq
HOLLAND & KNIGHT

Suite 2300
400 North Ashley Street
Tampa, FL 33602

SEARCHED INDEXED
SERIALIZED FILED
JUL 12 1995
FBI - TAMPA

DOMESTIC FILING

NAME: PHYSICAL SYSTEMS, INC.

XXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUL 13 1995

NR R95-2726

T. BROWN JUL 13 1995

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JUL 12 AM 7:22
FBI - TAMPA

ARTICLES OF INCORPORATION
OF
PHYSICAL SYSTEMS, INC.

The undersigned, acting as incorporator of Physical Systems, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PHYSICAL SYSTEMS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

Richthofenstrasse 29
D-31137 Hildesheim
Germany

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at that address is CORPORATION SERVICE COMPANY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than

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JUL 12 1972
TALLAHASSEE, FLA.

one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Rolf Bertram	Richtstrasse 29 D-31111 Hildesheim Germany

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 N. Ashley Drive Suite 2050 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

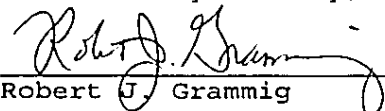
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11th day of July, 1995.


Robert J. Grammig

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That Physical Systems, Inc., desiring to organize under the laws
of the State of Florida with its initial registered office, as
indicated in the Articles of Incorporation, at 1201 Hays Street,
City of Tallahassee, State of Florida, has named Corporation
SERVICE COMPANY as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, I agree to act in that capacity, to comply with the
provisions of the Florida Business Corporation Act, and am familiar
with, and accept, the obligations of that position.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its: agent Karen B. Rozar

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA