

1201 HAYS STREET
TALLAHASSEE, FL 32310

800-342-8086

CSC networks
PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 0721000002

REFERENCE : 652195 10992A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : August 1, 1995

ORDER TIME : 1:04 PM

ORDER NO. : 652195

GOODWIN SS LT 18

CUSTOMER NO: 10992A

CUSTOMER: Ms. Dianne Gradillas
WILLIAM M. SHARP, ESQ

Suite 745
4830 W. Kennedy Boulevard
Tampa, FL 33609

DOMESTIC FILING

NAME: BEDE TECHNOLOGY CORP

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

T. BROWN AUG - 2 1995

NR R95-3336

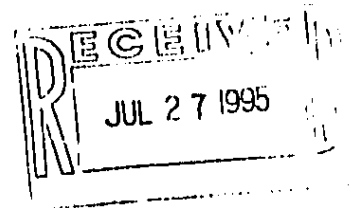
FILED
25 AUG - 1 PM 12:40
TALLAHASSEE, FL 32310



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301



The name BEDE TECHNOLOGY CORP. has been reserved for 120 days beginning July 25, 1995. The reservation number is R95000003336 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 595A00035378

ARTICLES OF INCORPORATION
OF
BEDE TECHNOLOGY CORP.

FILED
95 AUG -1 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

Bede Technology Corp.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

130 87th Avenue
Treasure Island, Florida 33706

ARTICLE III
Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one

vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V **Existence of Corporation**

This corporation shall have perpetual existence.

ARTICLE VI **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 4830 W. Kennedy Blvd., Suite 745, Tampa, Florida 33609, and the initial registered agent of this corporation at such office shall be Karen R. Smith. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of

directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of two members, such members to hold office until their respective successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Gwyneth Lackey	130 87th Avenue Treasure Island, Florida 33706
Alistair Grieve	130 87th Avenue Treasure Island, Florida 33706

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Karen R. Smith	4830 W. Kennedy Blvd., Suite 745 Tampa, Florida 33609

ARTICLE X
Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the by-laws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.


ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0910, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.




Karen R. Smith

ACCEPTANCE OF SERVICE AS REGISTERED AGENT
OF
BEDE TECHNOLOGY CORP.

95 JUL 31 1995
465-1-0112 60
FILED
3001

The undersigned, Karen R. Smith, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 31st day of July, 1995.



Karen R. Smith



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

P95000059637

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BEDE TECHNOLOGY LTD., a Delaware corporation, not qualified in Florida

INTO

BEDE TECHNOLOGY CORP., a Florida corporation, P95000059637.

File date: August 16, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

1201 BAYS STREET
TALLAHASSEE, FL 32301
904 222 9071
904 222 0001 FAX

800-142-8086



P95000059637

ACCOUNT NO. : 072100000032

REFERENCE : 660320 10992A

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 70.00

ORDER DATE : August 15, 1995

ORDER TIME : 11:25 AM

ORDER NO. : 660320

CUSTOMER NO: 10992A

CUSTOMER: Karen Smith, Esq
Sharp & Smith, P.a.
Suite 745
4830 W. Kennedy Boulevard
Tampa, FL 33609

ARTICLES OF MERGER

BEDE TECHNOLOGY LTD.

INTO

BEDE TECHNOLOGY CORP.

95 AUG 16 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

8/16
Jon Mergler

FLORIDA
ARTICLES OF MERGER

95 AUG 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Bede Technology Ltd., a Delaware corporation ("Limited") into Bede Technology Corp., a Florida corporation ("Bede Corp.") (which are sometimes collectively referred to herein as the "Constituent Corporations" or are referred to individually as a "Constituent Corporation"):

ARTICLE I.

Limited shall be, and it hereby is, merged with and into Bede Corp. and Bede Corp. shall, and it hereby does, merge Limited with and into itself. Bede Corp. shall be the surviving corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE II.

In connection with the merger, the Articles of Incorporation of Bede Corp. shall not be amended.

ARTICLE III.

The manner and the basis of converting the outstanding shares of capital stock of Limited into the capital stock of the Surviving Corporation in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Conversion of Shares. Upon the effectiveness of the merger, each one (1) issued and outstanding share of the capital stock of Limited shall by virtue of the merger and without further action on the part of the holder thereof be converted into one (1) share of the common stock of the Surviving Corporation. All issued and outstanding shares of stock of the Surviving Corporation held by Limited shall, by virtue of the merger and on the Effective Date, cease to exist and certificates representing such shares shall be cancelled (if issued).

(b) As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Limited shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of the stock of the Surviving Corporation as set forth above.

ARTICLE IV.

(a) After approval by the Boards of Directors of the Constituent Corporations, these Articles of Merger and the merger contemplated by it were duly approved by the written consent of all the stockholders of the Constituent Corporations on August 1, 1995.

(b) This Merger shall be effective upon the close of business on the date these Articles of Merger are filed with the Department of State of the State of Florida and with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed in accordance with the laws of the State of Florida.

BEDE TECHNOLOGY LTD.

By: Gwyneth Lackey
Gwyneth Lackey, President

BEDE TECHNOLOGY CORP.

By: A. Grieve
Alistair Grieve, Vice President

Sharp & Smith, P.A.
ATTORNEYS AT LAW

William M. Sharp
Karen R. Smith
William T. Harrison, III

4830 V. Kennedy Blvd, Suite 745
Tallahassee, Florida 32309
Tel: (813) 286-4199
Fax: (813) 286-4197
E-mail: sharpsmith@earthlink.net

PA5000059637

October 3, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300001968153
-10/08/96--01138--017
*****87.50 *****87.50

Re: Bede Technology Corp. -- Resignation of Registered Agent

Dear Sir or Madam:

Please find enclosed for filing in the records of the Secretary of State of Florida an original and one copy of the Resignation of Registered Agent of Bede Technology Corp. In addition, we have enclosed our check number 5296 in the amount of \$87.50 to cover the filing fee. After filing, please return one stamped copy of the Resignation to us in the enclosed self-addressed envelope.

If you have any questions, please do not hesitate to call us.

Sincerely,

Dianne Gradillas

Dianne Gradillas
Legal Assistant

/sdg
Enclosures

OK
2A 25296
11-96
PA5000059637

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 11 PM 1996

APPROVED
AND
FILED

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), Florida Statutes, the undersigned, Karen R. Smith hereby resigns as Registered Agent for Bede Technology Corp., effective as of the 31st day after the filing hereof.

A copy of this resignation was mailed to the above listed corporation at its principal address shown on its most recent annual report, which is:

Bede Technology Corp.
130 - 87th Avenue
Treasure Island, FL 33706

Dated this 3rd day of October, 1996.

Karen R. Smith
Karen R. Smith

55 OCT 11 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE

Secretary of State
Tallahassee, Florida

November 14, 1996

BEDE TECHNOLOGY CORP.
130 87TH AVENUE
TREASURE ISLAND, FL 33706

SUBJECT: BEDE TECHNOLOGY CORP.
Ref. Number: P95000059637

Our records indicate the registered agent for the above named corporation resigned on October 11, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

BEDE TECHNOLOGY CORP.
130 87TH AVENUE
TREASURE ISLAND, FL 33706

SUBJECT: BEDE TECHNOLOGY CORP.

Document #: P95000059637

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 097A00001917

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for BEDE TECHNOLOGY CORP., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of January 14, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000059637.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Fourteenth day of January, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State