

KOPELOWITZ &amp; PLAFSKY, P.A.

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HARVEY KOPPELOWITZ  
ROBERT A. PLAFSKY

ERIC A. SIMON, F.A.  
OF COUNSEL

August 28, 1995

[illegible]

Division of Corporations  
Florida Secretary of State  
PO Box 6327  
Tallahassee, Florida 32314

Re: New Corporation - TYLER ELECTRONICS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to you in the amount of \$122.50. Kindly arrange to file the original Articles and return a certified copy to us.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Should you require any additional information, please feel free to call me. Thank you for your assistance in this matter.

Very truly yours,

HARVEY KOPELOWITZ  
/lmo  
Encls.

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9/11/95

ARTICLES OF INCORPORATION  
OF  
TYLER ELECTRONICS, INC.

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 JAN 30 PM 10:16

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be:  
TYLER ELECTRONICS, INC.

The address of the principal place of this corporation shall be 5939 Johnson Street, Hollywood, Florida 33021, and the mailing address of the corporation shall be the same.

ARTICLE II  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERT A. PLAFSKY, ESQ.  
KOPELOWITZ & PLAFSKY, P.A.  
750 S.E. 3RD AVENUE  
FORT LAUDERDALE, FL 33316

**ARTICLE VI**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII**  
**INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

PATRICIA TYLER

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII**  
**INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is PATRICIA TYLER and her street address is 5939 Johnson Street, Hollywood, Florida 33021.

**ARTICLE IX**  
**INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification

of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 67.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI**  
**CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

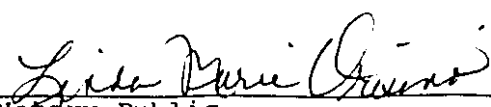
IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on August 18, 1995.

  
\_\_\_\_\_  
PATRICIA TYLER, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 1995, by PATRICIA TYLER, as Incorporator. She is personally known to me or has produced her Florida driver's license as identification.

  
\_\_\_\_\_  
Notary Public

(NOTARY SEAL)

Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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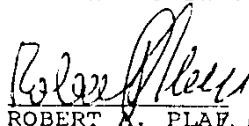


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

TYLER ELECTRONICS, INC., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at 5939 Johnson Street, Hollywood, Florida 33021, has named ROBERT A. PLAFSKY, ESQ., whose address is KOPELOWITZ & PLAFSKY, P.A., 750 S.E. 6th Street, Suite 100, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



ROBERT A. PLAFSKY, ESQ.

Date: August 18<sup>th</sup>, 1995

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STATE  
CLERK  
OFFICE