

P95000070133

9/12/95

FLORIDA DIVISION OF CORPORATIONS  
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FROM: ACE INDUSTRIES, INC.  
64 NW 11TH ST

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

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FAX: (305) 358-7832

MIAMI FL 33136-2890

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BOCA-MOTION INC.

FAX AUDIT NUMBER: H95000010113

DATE REQUESTED: 09/12/1995

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H95-10113

## ARTICLES OF INCORPORATION

of BOCA-MOTION INC.

a CORPORATION FOR PROFIT (formed under the Florida General Corporation Act.

95 SEP 11 PM 2:11

Article 1: Name of the Corporation: BOCA-MOTION INC.

Address of the Corporation: 150 NORTH FEDERAL HIGHWAY

DEERFIELD BEACH, FLORIDA 33441

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.

PAR VALUE NO PAR (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

1675 PALM BEACH LAKES BLVD, 7th FLOOR WEST PALM BEACH, FL. 33401

and the name of the initial registered agent at such address is BARRY CLAYTON

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature]  
Signature of Registered Agent

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. STEVE CIANCIO 51-28 64th STREET WOODSIDE NEW YORK 11377

Article 7: The Name and address of the incorporator is:

STEVE CIANCIO 51-28 64th STREET WOODSIDE NEW YORK 11377

In witness whereof I have subscribed my name

[Signature]

Signature of Incorporator

STEVE CIANCIO

H95-10113  
ace INDUSTRIES, INC.  
64 NW 11th Street  
Miami, FL 33138  
305-358-2571

P95000070133

Ashling M. Roche, P.A.

Attorney at Law

Phone (954) 467-6616  
Fax (954) 761-3222

October 28, 1996

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

11/1  
800001994763--7  
-11/04/96--01016--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: BOCA MOTION, INC.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Amendment to Articles of Incorporation of Boca Motion, Inc., dated September 4, 1996.

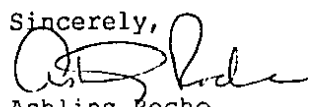
The document number assigned to Boca Motion, Inc.'s Articles of Incorporation was P95000070133.

Also enclosed please find a check in the sum of Eighty Seven Dollars and Fifty Cents (\$87.50) made out to Florida Department of State for the filing fee of \$35.00 and a Certified Copy of the Amendment. Please send the certified copy to:

Boca Motion, Inc.  
c/o Ashling Roche  
1300 S.E. 17<sup>th</sup> Street Causeway, Suite #217  
Fort Lauderdale, FL 33316.

If you have any questions or require more information, please call me at (954)467-6616.

Sincerely,

  
Ashling Roche  
Secretary  
Boca Motion, Inc.

encl.

FILED  
96 NOV -1 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BOCA-MOTION INC.

FILED  
96 NOV -1 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendments adopted:

Article 4 is amended as follows:

CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 124.

PAR VALUE .001.

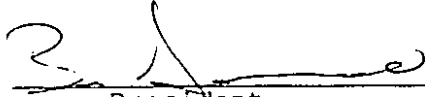
**SECOND:** Date of amendment's adoption: September 4, 1996

**THIRD:** Adoption of Amendment

x The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 4<sup>th</sup> day of September, 1996.

Signature

  
\_\_\_\_\_  
President

Brian Saraceno  
Printed Name

Pr-S.  
Title