

P96000009972

ZALCAR, INC.

1026 S.W. 12th Terrace
Boca Raton, FL 33486
(407) 368-3214

SECRET
TALLAHASSEE, FLORIDA
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SEP 24 1995
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January 2, 1996

ENCLOSURE
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*****78.75 *****70.75

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Zalcar, Inc., as well as the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check, in the amount of \$78.75, to cover the cost of filing same and obtaining a Certificate. I have also enclosed a stamped, self-addressed envelope for your use.

If you have any questions, please do not hesitate to contact

Very truly yours,

Maurice L. Donahue

Maurice L. Donahue

MLD/blb
Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1996

MAURICE L. DONAHUE
1026 SW 12TH TERRACE
BOCA RATON, FL 33486

SUBJECT: ZALCAR, INC.
Ref. Number: W9600000758

We have received your document for ZALCAR, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00001235

ZALCAR ELECTRONICS, INC.

1026 S.W. 12th Terrace
Boca Raton, FL 33486
(407) 368-3214

January 22, 1996

Florida Department of State
Division of Corporations
Attention: Terri Buckley
P. O. Box 6327
Tallahassee, Florida 32314

RE: Zalcar, Inc.
Your Reference No. W96000000758

Dear Ms. Buckley:

Pursuant to your letter of January 10, 1996, and our subsequent telephone conversation, we have chosen the name **ZALCAR ELECTRONICS, INC.** We are re-submitting the new documents with the new corporate name, along with copies of your letter and computer printout.

Thank you for your cooperation in resolving this problem. Should you need any additional information, please do not hesitate to contact me.

Sincerely,

ZALCAR ELECTRONICS, INC.

Maurice L. Donahue

Maurice L. Donahue
President

MLD/blb
Enclosures

donahueletters.jan

*Need
originals*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1996

ZALCAR ELECTRONICS, INC.
1026 SW 12TH TERRACE
BOCA RATON, FL 33486

We have received your document for ZALCAR ELECTRONICS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00003451

ARTICLES OF INCORPORATION

OF
ELECTRONICS
ZALCAR, INC.

1-1-94
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 03-11-83 BY 3-23

Pursuant to Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

ELECTRONICS

1. **Name.** The name of the corporation is ZALCAR, INC.
2. **Authorized Capital.** The number of shares the corporation is authorized to issue is 100,000 shares, all of one class, designated as common stock, with a par value of \$1.00 per share.
3. **Registered Office and Agent.** The street address and county of the initial office of the corporation is 1026 S.W. 12th Terrace, City of Boca Raton, County of Palm Beach, State of Florida, 33486, and the name of the initial registered agent is Maurice L. Donahue.
4. **Initial Director(s).** The number of directors of the corporation may be fixed in the bylaws. The number of persons constituting the initial board of directors shall be one (1). The name and address of the person who is to serve as initial director until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Maurice L. Donahue	1026 S.W. 12th Terrace Boca Raton, FL 33486

5. **Incorporator.** The incorporator shall perform the ministerial function of signing and submitting the articles of incorporation to the Office of the Secretary of State. The name and address of the incorporator is: Maurice L. Donahue, 1026 S.W. 12th Terrace, Boca Raton, Florida, 33486.

6. **Indemnification of Officers and Directors.** To the fullest extent permitted by the Florida Statutes, as the same now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as officers or directors of the Corporation, or in both such capacities, against all liability and litigation expense, including but not limited to reasonable attorney's fees, arising out of their status as such or their activities in any of the foregoing capacities, regardless of when such status existed or activity occurred and regardless of whether or not they are officers or directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the corporation all reasonable costs, expenses, and attorneys fees in connection with the enforcement of rights to

indemnification granted by this Paragraph. The provisions of this Paragraph are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any officer, director, employee or agent of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the laws of the State of Florida or permitted thereby and duly adopted by the Corporation in accordance therewith.

7. **Personal Liability of Directors.** The personal liability of each director of the Corporation is hereby eliminated to the fullest extent that elimination thereof is permitted by the Florida Statutes and all other applicable provisions of the laws of the State of Florida, as the same now exists or may hereafter be amended.

8. **Presumptive Rights.** The Shareholder(s) of the Corporation shall have preemptive rights to acquire additional shares of the Corporation.

9. **Effective Time of Filing.** Pursuant to Section 607.0203, Florida Statutes, this document shall be effective as of January 1, 1996.

This 2 day of January, 1996.

INCORPORATOR

Maurice L. Donahue
Maurice L. Donahue

