

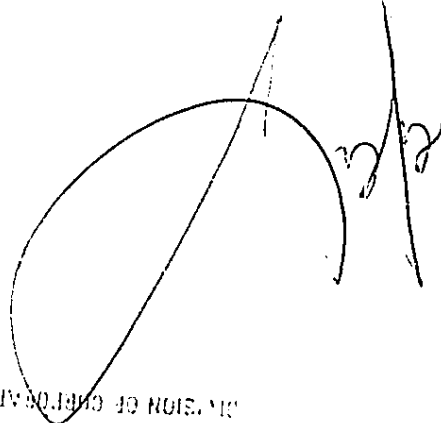
2/1/96
 PUBLIC ACCESS SYSTEM
 FLORIDA DIVISION OF CORPORATIONS
 10:13 AM
 H96000001535
 TO: DIVISION OF CORPORATIONS
 FROM: CORPORATE SECRETARY
 400 OCEAN DR
 SUITE 302
 MIAMI BEACH FL 33139-0000
 TALLAHASSEE, FL 32399
 CONTACT: JOSEPHY C RODRIGUEZ
 PHONE: (305) 672-0686
 FAX: (305) 672-9110

(((H96000001535)))
 NAME: CATADYNE CORPORATION
 FAX AUDIT NUMBER: H96000001535
 DATE REQUESTED: 02/01/1996
 CERTIFIED COPIES: 0
 NUMBER OF PAGES: 4
 ESTIMATED CHARGE: \$78.75
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 CURRENT STATUS: REQUESTED
 TIME REQUESTED: 10:13:30
 CERTIFICATE OF STATUS: 1
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 96 FEB -1 AM 11:25
 DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Catadyne Corporation**

Article I. Name

The name of this Florida corporation is:
Catadyne Corporation

Article II. Address

The mailing address of the Corporation is:
Catadyne Corporation
10141 Umlerland Place
Boca Raton FL 33428

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Joseph M. Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Joseph M. Considine FL Bar Member 362158
Daves Whalen McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401
407-655-1200 • Fax 407-655-2422

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Robert S. Catan
Judith A. Catan

Article VI. Incorporator

The name and address of the incorporator is:

Joseph M. Considine
Daves Whalen McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 1, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 1, 1996



Joseph M. Considine
by Luis A. Uriarte as attorney-in-fact

H96000001535

Joseph M. Considine FL Bar Member 362158
Daves Whalen McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401
407-655-1200 • Fax 407-655-2422

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Catadyne Corporation

REGISTERED AGENT:
Joseph M. Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Joseph M. Considine
by Luis A. Uriarte as attorney-in-fact

Date: February 1, 1996

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Joseph M. Considine FL Bar Member 362158
Daves Whalen McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401
407-655-1200 • Fax 407-655-2422

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Catalytic Corporation

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*****35.00 *****35.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Name Reservation
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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Name _____

Date 8-25

Time 1000

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**ARTICLES OF AMENDMENT TO
CATADYNE CORPORATION**

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THE UNDERSIGNED, being the president of Catadyne Corporation, does hereby amend the Articles of Incorporation of Catadyne Corporation, effective August 21, 1997, as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Catadyne Corporation.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 10,000,000 shares of common stock, no par value and 200,000 shares of Class B Common stock.

**ARTICLE V
PLACE OF BUSINESS**

The address of the principal place of business of this corporation in the State of Florida shall be 10141 Umberland Place, Boca Raton, FL 33428. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on August 18, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on August 21, 1997.


Robert Catan, President

The foregoing instrument was acknowledged before me on August 21, 1997 by Roy Meadows, who is personally known to me.

My commission expires:


Notary Public

