

Document Number Only

P960000018488

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

1100001172513514

03/01/96--01005--002

\*\*\*122.50 \*\*\*122.50

*Toolbox Acquisition Corp.*

☒ Profit-~~for~~

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious name Filing

☐ CUS

☐ After 4:30

☐ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

2-28-96

Today Please

*2-28-96*

**ARTICLES OF INCORPORATION  
OF  
TOOLBOX ACQUISITION CORP.**

**FILED**  
96 FEB 28 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of the corporation is Toolbox Acquisition Corp.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The corporation's principal office address is 20 University Road, Cambridge, Massachusetts 02138. The corporation's mailing address is 20 University Road, Cambridge, Massachusetts 02138.

**ARTICLE III**

**DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

#### **ARTICLE IV**

#### **NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE V**

#### **CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$1.00 per share.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is CT Corporation System. The street address of the initial registered office of the corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than one.

The names and addresses of the initial members of the Board of Directors are as follows:

Robert L. Daniels	- 20 University Road, Cambridge, Massachusetts, 02138
Dean F. Goodermote	- 20 University Road, Cambridge, Massachusetts, 02138
Paul D. Birch	- 20 University Road, Cambridge, Massachusetts, 02138

### **ARTICLE VIII**

#### **INCORPORATOR**

The name and address of the sole incorporator to these Articles of Incorporation is Lisa A. Landy, c/o 200 South Biscayne Boulevard, Miami, Florida 33131.

#### **BYLAWS**

### **ARTICLE IX**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

### **ARTICLE X**

#### **INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation.

CERTIFICATE OF REGISTERED AGENT

OF

TOOLBOX ACQUISITION CORP.

FILED  
96 FEB 28 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That Toolbox Acquisition Corp. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City Cambridge, State of Massachusetts, has CT Corporation System, located at 1200 South Pine Island Road, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with all statutes relating to the proper and complete performance of all required duties, and is familiar with and accepts the obligations of the position as registered agent under Section 607.0505, Florida Statutes.

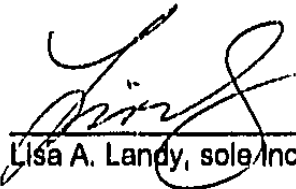
Dated this 28th day of February, 1996.

CT CORPORATION SYSTEM

By: Connie Bryan

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 27th day of February, 1996.

  
\_\_\_\_\_  
Lisa A. Landy, sole Incorporator

MIA9510/41981-1

P960000 18488



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

TOOLBOX ACQUISITION CORP., a Florida corporation, P96000018488

INTO

**MAINTENANCE AUTOMATION CORPORATION**, a Florida corporation,  
F91469

File date: March 1, 1996

Corporate Specialist: Linda Stitt