

9 APR - 4 AM 10:00  
 20 APR - 6 AM 10:00

OFFICE USE ONLY

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**XERIUS TECHNOLOGIES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **XERIUS TECHNOLOGIES, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 6121 Town Colony Drive, Unit 718, Boca Raton, Florida 33433 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Cynthia L. Harris
Secretary:	Cynthia L. Harris
Treasurer:	Cynthia L. Harris

whose addresses shall be the same as the principal office of the Corporation.



**AMERI<sup>®</sup>LAWYER<sup>®</sup>**

343 ALMERIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL. 33114-4479

#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Cynthia L. Harris

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



**AMERILAWYER<sup>®</sup>**

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## **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer<sup>®</sup> Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer<sup>®</sup> Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

## **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

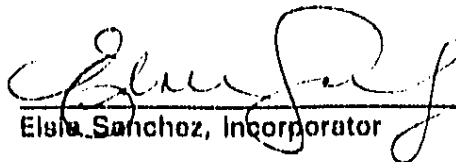
## **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMERILAWYER<sup>®</sup>**  
CORPORATION

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this APR 03 1996.


  
Elsa Sanchez, Incorporator

FILED  
95 APR -3 PM 1:25  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF DADE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered

By:   
Lawrence J. Spiegel, President



P96000029437

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

COULD2003476--6

01/21/97--01002--012

\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Xerius Technologies Inc. P96000029437  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time ASAP

☐ Certified Copy

☐ Mail out ☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 JAN 21 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 21 PM 1:38  
DIVISION OF CORPORATION

*Handwritten signature*  
DC 11/22/97  
Examiner's Initials


**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
XERIUS TECHNOLOGIES, INC.**

**FILED**  
91 JAN 21 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

- FIRST:** The name of this corporation shall be changed to **CENTRACK INTERNATIONAL, INC.**
- SECOND:** The date of the adoption of this amendment is the 2nd day of December, 1996.
- THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- FOURTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 2nd day of December, 1996.

  
Cynthia L. Harris, President

ARTAMEND



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

**Centrack<sup>TM</sup>** International, Inc.

21048 Commercial Trail • Suite 103 • Boca Raton, FL 33488  
Tel: 888-362-0444 • Fax: 888-362-0070

P96000029437

June 4, 1997

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

Ref. Number: P96000029437

200002218502--7  
-06/20/97--01076--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Attn: Steven Harris

Dear Sir:

Enclosed please find the revised Articles of Amendment that were returned to me for correction. This has been completed as per your instructions.

I have also enclosed a cashier's check in the amount of \$35.00. I had submitted a check to you with the original filing but regrettably it was returned unpaid. Please accept my apology for this unfortunate occurrence. If there are any charges for the unpaid check please notify me and they will be paid promptly.

Sincerely,

  
John J. Lofquist  
President & CEO

JJL/ch  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 19 AM 10:10

Amended

JUN 19 1997

**Centrack™** International, Inc.

21045 Commercial Trail • Suite 103 • Boca Raton, FL 33486  
Tel: 888-362-9444 • Fax: 888-362-0870

P 960000 29437

June 16, 1997

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

Att'n: Thelma Lewis  
Ref. Number: P96000029437

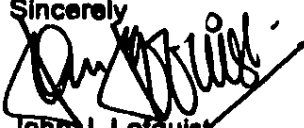
Dear Ms. Lewis:

Debit Memo # 73862-B \$15.00 Service  
charge fee

Enclosed please find a cashier's check in the amount of \$30.00 to cover the fees incurred when two checks that were sent in to the State were returned by bank. These returned checks were replaced with cashier's checks on June 4<sup>th</sup>.

I apologize for any inconvenience I might have caused and if there are any questions please feel free to call me at the above number.

Sincerely

  
John J. Lofquist  
President

JJL/clh  
Encl.

300002217253--7  
-06/19/97--01002--019  
\*\*\*\*\*30.00 \*\*\*\*\*30.00



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 2, 1997

John J. Lofquist  
Centrack International Inc.  
21045 Commercial Trail, Suite 103  
Boca Raton, FL 33486

**SUBJECT: CENTRACK INTERNATIONAL, INC.**  
Ref. Number: P96000029437

We have received your document for CENTRACK INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Only one box should be checked in the section labeled "Fourth". The name listed in Article I is identical to the current corporate name. If the name of the corporation is not changing, please remove this article from the amendment.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 997A00023140

RECEIVED  
97 JUN -9 PM 12:39  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 19 AM 11:10

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Contrack International, Inc. (P96000029437)

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(present name)

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

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 3. Principal office of corporation is 21045 Commercial Trail, Suite 103, Boca Raton, FL 33486.

Article 5. The officers of the corporation shall now be:  
John J. Lofquist - President  
Cynthia Harris Lofquist - Secretary  
John J. Lofquist - Treasurer  
William S. Whiteside - Vice-President

Article 6. The directors of the corporation are:  
John J. Lofquist - Chairman  
Cynthia Harris Lofquist - Director  
Bromwell Ault - Director

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

There shall be authorized two classes of common shares of stock;  
Authorized 750,000 Class 'A' voting common shares - issued NONE  
Authorized 750,000 Class 'B' super voting common shares (4 votes per share). Issued 7,500. Par Value for both classes of stock will be \$.001 per share.

Article 1. January 2, 1997  
Article 3. May 6, 1996  
Article 5. May 6, 1996  
Article 6. May 6, 1996

**THIRD:** The date of each amendment's adoption: \_\_\_\_\_

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

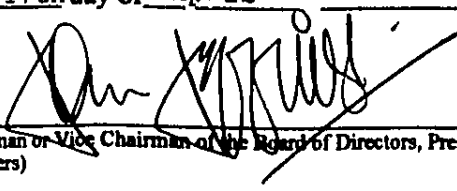
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient  
for approval by \_\_\_\_\_ the Board of Directors \_\_\_\_\_."  
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of April, 1997

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

John J. Lofquist Chairman and President

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title

P96000029437

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 20, 1997

CENTRACK INTERNATIONAL, INC.  
21045 COMMERCIAL TRAIL  
SUITE 103  
BOCA RATON, FL 33486-1099

SUBJECT: CENTRACK INTERNATIONAL, INC.  
Ref. Number: P96000029437

Debit Memo #: 74095-E

This is to inform you that check #1133 in the amount of \$165.00 submitted with the annual report for CENTRACK INTERNATIONAL, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 20, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 497A00033090

P96000029437

July 7, 1997

700002292067--8  
-07/07/97--01170--004  
\*\*\*\*165.00 \*\*\*\*165.00

REPLACEMENT FEE 1997

ANNUAL REPORT:  
INTERNATIONAL, INC.

CENTRACK

DEBIT MEMO: # 74095-E

CHECK #: 1133