

PA60000030653

TRANSMITTAL LETTER

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

SUBJECT: Systemetrics International, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Buth & Pope, P.C.

Name (printed or typed)  
5875 Castle Creek Parkway  
North Drive, Suite 495

Address

Indianapolis, IN 46250

City, State & Zip

(317) 845-4000

Daytime Telephone number

300001767873  
-04/03/96--01040--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NOTE: Please provide the original and one copy of the articles.

18114-9-96

**ARTICLES OF INCORPORATION**  
**OF**  
**SYSTEMETRICS INTERNATIONAL, INC.**

The undersigned Incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Section 1.01 Name.** The name of the Corporation is SYSTEMETRICS INTERNATIONAL, INC.

**ARTICLE II**

**Section 2.01 Purposes.** The purpose for which the Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Act.

**Section 2.02 Powers.** The Corporation, subject to any limitations or restrictions imposed by the Act, other law or the Articles of Incorporation, shall have the following general rights, privileges and powers:

- (a) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, lease, mortgage, pledge, give as security, sell, convey, exchange or otherwise deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible and commodities of every kind, character and description whatsoever and any interests therein.
- (b) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, lease, mortgage, sell, convey, exchange or otherwise deal in and dispose of, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and any interests therein, improvements thereon or appurtenances thereto.
- (c) To acquire (by grant, purchase, lease or otherwise), permits, concessions, grants, franchises, licenses, rights and privileges of every kind and nature; to hold, own, use, develop, operate under, lease, mortgage, pledge, sell, convey, exchange or otherwise deal with and dispose of the same to the extent permitted by law.
- (d) To acquire (by application, purchase, exchange, lease, hire or otherwise), hold, own, use, lease, mortgage, pledge, sell, convey, exchange and grant

licenses or sublicenses in respect of, or otherwise deal with and dispose of, letters patent of the United States of America or any foreign country, patent rights, licenses, privileges, inventions, discoveries, improvements, processes, formulae, copyrights, trademarks, and trade names.

- (e) To acquire (by purchase, exchange, lease, hire or otherwise), all or any part of the assets, properties, business, or good will of any corporation, association, partnership or individual; to pay for the same in cash, shares, or obligations of the Corporation or otherwise; to assume in connection therewith any liabilities of any such transferor; and to hold, own, use, develop, operate, and in any manner dispose of, the whole or any part of the assets, properties, business or good will so acquired.
- (f) To purchase, take, receive, subscribe for or otherwise acquire, guarantee, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise deal in and dispose of shares of other interests in, or obligations of, other corporations, associations, partnerships, individuals, or other entities, including direct or indirect obligations of other securities of the United States of America or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (g) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association or partnership with any one or more corporations, associations, partnerships, individuals or other legal entities.
- (h) To act as agent of or representative for any one or more corporations, associations, partnerships, individuals or other legal entities.
- (i) To borrow or raise monies from time to time, without limit as to amount; to issue, execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder, by mortgage on, pledge of, or other security interest in the whole or any part of the assets, properties, business or good will of the Corporation, whether at the time owned or thereafter acquired.
- (j) To lend money to corporations, associations, partnerships, individuals and other legal entities, including employees of the corporation or its subsidiaries; to take and hold any property as security for the payment of funds so loaned.

- (k) To enter into, perform, terminate and rescind contracts and other agreements.
- (l) To make any guaranty respecting the shares, dividends, securities, indebtedness, interest, contracts or other obligations created by any one or more corporations, associations, partnerships, individuals, or other legal entities.
- (m) To purchase, take, receive, or otherwise acquire, hold, own, use, pledge, cancel, sell, transfer or otherwise dispose of (but not to vote) shares of the Corporation to the extent permitted by the Act.
- (n) To make contributions out of the gross income of the Corporation to such entities, and for any one or more of such purposes, as the Board of Directors may reasonably believe will constitute such contributions deducted from such gross income in computing the net income of the Corporation subject to tax pursuant to the provisions of the Internal Revenue Code as amended from time to time.
- (o) To have the capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed and such as are not repugnant to law.
- (p) To elect officers, to appoint agents and to hire employees; to define their duties; to determine their compensation; and to pay pensions and establish pension plans, pension trusts, sharing and retirement plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.
- (q) To indemnify any person made or threatened to be made a party to any action, suit, proceeding, or claim, whether civil or criminal, by reason of the fact that he or his personal representative is or was a Director, member of the Executive Committee, officer, agent or employee of the Corporation or of any corporation which he served as such at the request of the Corporation, against all liability and the reasonable expenses, including attorneys' fees, actually incurred by him in connection with the defense of such action, suit, proceeding or claim, or in connection with any appeal thereon. Nothing contained in this Section 2.02(q) shall limit or preclude the exercise of any right relating to indemnification of or advance of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent. Each Director, member of the Executive Committee, officer, agent or employee

of the Corporation shall be indemnified whether or not the action or omission to act on the part of such Director, member of the Executive Committee, officer, agent or employee, which is the basis of such action, suit, proceeding or claim, occurred before or after the approval and adoption of this Section.

- (r) To have and exercise all the general rights, privileges and powers set forth in the Act.
- (s) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Corporation is formed.

**Section 2.03 Construction of Powers and Purposes.** The powers enumerated in Section 2.02 of this Article shall be construed as purposes as well as powers, and the matters expressed in each clause thereof shall be in no way limited by reference to, or inference from, the terms of any other clause, each of such clauses being regarded as creating independent powers and purposes. Enumeration of specific additional powers in the clauses of Section 2.02 shall not be construed as limiting or restricting in any manner either the meaning of general terms used in this Article or the scope of the powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed although it be of like nature.

**Section 2.04 Doing Business In Any Jurisdiction.** The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes and powers are not forbidden by the laws of such state, territory, district or possession of the United States of America, or by such foreign country, in which one or more of such purposes which the Corporation proposes to carry on or the powers it proposes to exercise in such state, territory, district or possession of the United States of America, or foreign country, to such purpose or purposes or powers as are not forbidden by law thereof in any application to do business in such state, territory, district or possession of the United States of America, or foreign country.

### **ARTICLE III**

**Section 3.01 Term of Existence.** The period during which the Corporation shall continue is perpetual.

**Section 3.02 Dissolution.** Upon proposal of dissolution by the Board of Directors, the Corporation may be dissolved if a vote of the shareholders results in a majority of all shares entitled to vote approving said proposal to dissolve.

#### **ARTICLE IV**

**Section 4.01 Principal Office.** The post-office address of the principal office of the Corporation is 1352 Rock Dove Court, #104, Punta Gorda, Florida.

**Section 4.02 Registered Agent and Registered Office.** The name of its Registered Agent is Ronald B. McGuire and the street address of the Registered Office is 1352 Rock Dove Court, #104, Punta Gorda, Florida.

#### **ARTICLE V**

**Section 5.01 Amount of Capital Stock.** The total number of shares into which the authorized capital stock of the Corporation is divided is 1,000 shares, consisting of no shares with a par value and 1,000 shares without par value.

#### **ARTICLE VI**

**Section 6.01 Capital Stock.** There shall be and there is hereby created one class only of capital stock of the Corporation. All of the capital stock of the Corporation shall be designated as common stock.

**Section 6.02 Pre-emptive Rights.** Each shareholder shall have pre-emptive rights to subscribe to or purchase any additional issues or shares of the Corporation of any class and any shares purchased or acquired by the Corporation which are not cancelled but held as treasury stock.

**Section 6.03 Distributions To Shareholders.** The Board of Directors may authorize, and the Corporation may pay, dividends on the outstanding shares of common stock, or make other distributions to shareholders, as permitted by the Code of By-Laws, as amended from time to time; provided, however, that no such provisions of the Code of By-Laws or this Section shall be inconsistent with the Act.

#### **ARTICLE VII**

**Section 7.01 Voting Rights of Capital Stock.** The registered holders of issued and outstanding common stock shall be entitled to cast one vote for each share of stock registered in their respective names as of the closing date set by the Board of Directors of the Corporation prior to any regular or special meeting of the stockholders of the Corporation.

## **ARTICLE VIII**

**Section 8.01 Number of Directors.** The initial Board of Directors shall be composed of one (1) director. The number of the Directors of the Corporation shall be specified from time to time by the Code of By-Laws to be any number not fewer than the number required from time to time by the Act. If and whenever the Code of By-Laws does not contain a provision specifying the number of directors, the number shall be the same as the number of shareholders.

**Section 8.02 Qualifications.** Directors need not be shareholders of the Corporation.

## **ARTICLE IX**

**Section 9.01 Initial Board of Directors.** The names and post-office addresses of the first Board of Directors of the Corporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ronald B. McGuire	1352 Rock Dove Court, #104 Punta Gorda, Florida

## **ARTICLE X**

**Section 10.01 Incorporator.** The name and post office address of the Incorporator of the Corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ronald B. McGuire	1352 Rock Dove Court, #104 Punta Gorda, Florida

## **ARTICLE XI**

**Section 11.01 Action by Shareholders.** Meetings of the Shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the Code of By-Laws of the Corporation, in the respective notices, or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if, prior to such action, a consent in writing setting forth the actions so taken is signed by all the Shareholders entitled to vote with respect thereto, and such written consent is filed with the minutes of the proceedings of the Shareholders.

**Section 11.02 Action by Directors.** Meetings of the Board of Directors of the Corporation shall be held at such place within or without the State of Indiana as may be specified in the Code of By-Laws of the Corporation, in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if, prior to such action, a consent in writing setting forth the action so taken is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of such Board or Committee.

**Section 11.03 Code of By-Laws.** The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders to make, alter, amend or repeal the Code of By-Laws of the Corporation, by the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Code of By-Laws.

**Section 11.04 Executive Committee.** If the Code of By-Laws, for the time being in force, so provides, the Board of Directors may, by resolution adopted by a majority of the actual number of Directors elected and qualified, from time to time designate two (2) or more of its number to constitute an executive committee, which committee, to the extent provided in the Code of By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation.

**Section 11.05 Places of Keeping Books of Account, etc.** Subject to the limitations existing by virtue of the laws of Florida, the books of account, records, documents and papers of the Corporation, shall be kept in its principal office.

**Section 11.06 Reliance by Directors on Books of Account, etc.** Each director of the Corporation shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities and net profits of the Corporation, or any of such items; or in relying in good faith upon any other information pertinent to the existence and amount of surplus or other funds from which dividends or shareholder distributions might properly be declared and paid.

**Section 11.07 Provisions for Working Capital.** The Board of Directors of the Corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation, and before the payment of any dividends or distributions to the shareholders, it may set aside out of the net profits of the Corporation such sum or sums as it may from time to time, in its absolute discretion, determine to be proper, whether as a reserve fund to meet contingencies or the equalizing of dividends or distributions to shareholders, or for an addition to surplus, or for any corporate purposes that the Board of Directors shall



think conducive to the best interest of the Corporation, subject only to such limitations as the Code of By-Laws of the Corporation may from time to time impose.

**Section 11.08 Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, partnership or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, or in which the Corporation is a member, shareholder, or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the disinterested Directors present, notwithstanding the fact that such majority of the disinterested Directors present may not constitute a quorum, a majority of the Board of Directors or a majority of the Directors present at the meeting at which the contract or transaction is considered.

**Section 11.09 Direction of Purposes and Exercise of Powers by Directors.** The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the Shareholders of the Corporation.

**Section 11.10 Indemnification.** The Corporation may indemnify any person made or threatened to be made a party to any action, suit, proceeding or claim, whether civil or criminal, by reason of the fact that he or his personal representative is or was a Director, member of the Executive Committee, officer, agent or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation, against all liability and the reasonable expenses, including attorneys' fees, actually incurred by him in connection with the defense of such action, suit, proceeding or claim, or in connection with any appeal thereon. Nothing contained in this Section 11.10 shall limit or preclude the exercise of any right relating to indemnification of or advance of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent. Each Director, member of the Executive Committee, officer, agent or employee of the Corporation shall be indemnified whether or not the action or omission to act on the part of such Director, member of the Executive Committee, officer, agent or employee, which is the basis of such action, suit, proceeding or claim, occurred before or after the approval and adoption of this Section.

**Section 11.11 Compensation of Directors.** The Board of Directors is hereby specifically authorized, in and by the Code of By-Laws of the Corporation, or by resolution duly adopted by such Board, to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

**Section 11.12 Amendments of Articles of Incorporation.** The Corporation reserves the right to increase or decrease the number of its authorized shares, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon Shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator designated in Article X, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 29th day of March, 1996.



RONALD B. MCGUIRE

These Articles of Incorporation Prepared By:

William M. Pope  
BUTH & POPE  
5875 Castle Creek Parkway, North Drive  
Suite 495  
Indianapolis, Indiana 46250  
Telephone: (317) 845-4000

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SYSTIMETRICS INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Ronald B. McGuire

(NAME)

1352 Rock Dove Court, #104

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Punta Gorda, Florida

(CITY/STATE/ZIP)

95 APR -3 AM 9:40

FILED  
OFFICE OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Ronald B. McGuire

(SIGNATURE)

3/29/96

(DATE)



**ARTICLES OF MERGER**

**OF**

**SYSTEMETRICS INTERNATIONAL, INC., an Indiana corporation,**

**INTO**

**SYSTEMETRICS INTERNATIONAL, INC., a Florida corporation**

FILED  
96 APR 29 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
5/1/76

In compliance with the requirements of the Florida Business Corporation Act, the undersigned corporations desiring to effect a merger, set forth the following facts:

**ARTICLE I**

**SURVIVING CORPORATION**

Section 1.1. The name of the corporation surviving the merger is Systemetrics International, Inc. and such name has not been changed as a result of the merger.

Section 1.2. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act.

**ARTICLE II**

**MERGING CORPORATION**

The name, state of incorporation and date of incorporation of the merging corporation is as follows:

Name: Systemetrics International, Inc.

State of Domicile: Indiana (not qualified to do business in Florida)

Date of Incorporation: December 5, 1975

**ARTICLE III**

**PLAN OF MERGER**

The Plan of Merger, containing such information as required by the Act, is set forth in Exhibit "A", attached hereto and made a part hereof.

## ARTICLE IV

### MANNER OF ADOPTION AND VOTE

Section 4.1. Action by Surviving Corporation. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger and the number of votes of each voting group represented at the meeting is set forth below:

Designation of Each Voting Group:	Common
Number of Outstanding Shares:	100
Number of Votes Entitled to be Cast:	100
Number of Votes Represented at Meeting:	100
Shares Voted in Favor:	100
Shares Voted Against:	0

Section 4.2. Action by Domestic Merging Corporation. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger/share exchange and the number of votes of each voting group represented at the meeting is set forth below:

Designation of Each Voting Group:	Common
Number of Outstanding Shares:	100
Number of Votes Entitled to be Cast:	100
Number of Votes Represented at Meeting:	100
Shares Voted in Favor:	100
Shares Voted Against:	0

## ARTICLE V

### EFFECTIVE DATE

The effective date of the merger hereby effectuated is May 1, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of the surviving corporation, executed these Articles of Merger and verifies subject to penalties of perjury that the statements contained herein are true, this 26th day of April, 1996.

By: 

Ronald B. McGuire, President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

Between

SYSTEMETRICS INTERNATIONAL, INC., an Indiana corporation

and

SYSTEMETRICS INTERNATIONAL, INC., a Florida corporation

This is a Plan and Agreement of Merger between Systemetrics International, Inc., an Indiana corporation (the Merging Corporation), and Systemetrics International, Inc., a Florida corporation (the Surviving Corporation).

ARTICLE 1.  
PLAN OF MERGER

Section 1.1. A plan of merger of the Merging Corporation and the Surviving Corporation, pursuant to the provision of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) The Merging Corporation shall be merged with and into the Surviving Corporation, to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be Systemetrics International, Inc.

(c) When this Plan shall become effective, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of

creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of the Merging Corporation, as well as with its own.

(e) Each constituent corporation has shares of the following classes and series, in the number and with or without voting rights as specified here:

Surviving Corporation has 100 shares in the class designated as common and this class is entitled to vote.

Merging Corporation has 100 shares in the class designated as common and this class is entitled to vote.

(f) The shareholders of the Merging Corporation will surrender all of their shares in the manner set forth below.

(g) In exchange for the shares of the Merging Corporation surrendered by its shareholders, the Surviving Corporation will issue and transfer to these shareholders, on the basis set forth in Article 4 below, shares of its common stock.

(h) The shareholders of the Surviving Corporation will retain their shares as shares of the Surviving Corporation.

Section 1.2. The effective date of the Merger shall be the May 1, 1996.

## ARTICLE 2. REPRESENTATIONS AND WARRANTIES OF CONSTITUENT CORPORATIONS

Section 2.1. Merging Corporation. As a material inducement to the Surviving Corporation to execute this Plan and perform its obligations under this Plan,



the Merging Corporation represents and warrants to the Surviving Corporation as follows:

(a) The Merging Corporation is a corporation duly organized, validly incorporated, and in good standing under the laws of the State of Indiana, with corporate power and authority to own property and carry on its business as it is now being conducted. It is not qualified as a foreign corporation to transact business in any other jurisdiction.

(b) The Merging Corporation is authorized to issue 1,000 shares of common stock, of which 100 shares are validly issued and outstanding, fully paid, and nonassessable on the date of this plan.

#### The Surviving Corporation

Section 2.2. The Surviving Corporation. As a material inducement to the Merging Corporation to execute this Plan and perform its obligations under this Plan, the Surviving Corporation represents and warrants to the Merging Corporation as follows:

(a) The Surviving Corporation is a corporation duly organized, validly incorporated and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted. It is not qualified as a foreign corporation to transact business in any other jurisdiction.

(b) The Surviving Corporation is authorized to issue 1,000 shares of common stock. As of the date of this Plan, 100 shares of the common stock are validly issued and outstanding, fully paid and nonassessable.

Section 2.3. Securities Law. The parties will mutually arrange for and manage all necessary procedures under the requirements of federal and state securities laws and the related supervisory commissions to the end that this Plan is properly processed to comply with registration formalities, or to take full advantage of any appropriate exemptions from registration, and to be otherwise in accord with all antifraud restrictions in this area.

ARTICLE 3.  
COVENANTS, ACTIONS AND OBLIGATIONS  
PRIOR TO THE EFFECTIVE DATE

Section 3.1. Interim Conduct of Business: Limitations. Except as limited by this Paragraph 3.01, pending consummation of the merger, each of the constituent corporations will carry on its business in substantially the same manner as before and will use its best efforts to maintain its business organization in tact, to retain its present employees, and to maintain its relationships with suppliers and other business contacts. Except with the prior consent in writing of the Surviving Corporation, pending consummation of the merger, the Merging Corporation shall not:

- (a) Declare or pay any dividend or make any other distribution on its shares.
- (b) Create or issue any indebtedness for borrowed money.
- (c) Enter into any transaction other than those involved in carrying on its ordinary course of business.

Section 3.2. Submission to Shareholders and Filing. This Plan shall be submitted separately to the shareholders of the constituent corporations in the manner provided by the laws of its state of domicile.

Section 3.3. Conditions Precedent to Obligations of Merging Corporation. Except as may be expressly waived in writing by the Merging Corporation, all of its obligations under this Plan are subject to the satisfaction, prior to or on the Effective Date, of each of the following conditions by the Surviving Corporation:

(a) The representations and warranties made by the Surviving Corporation to the Merging Corporation in Article 2 of this Plan and in any document delivered pursuant to this Plan shall be deemed to have been made again on the Effective Date and shall then be true and correct in all material respects. If the Surviving Corporation shall have discovered any material error, misstatement or omission in those representations and warranties on or before the Effective Date, it shall report that discovery immediately to the Merging Corporation and shall either correct the error, misstatement or omission or obtain a written waiver from the Merging Corporation.

(b) The Surviving Corporation shall have performed and complied with all agreements and conditions required by this Plan to be performed and complied with by it prior to or on the Effective Date.

(c) No action or proceeding by any governmental body or agency shall have been threatened, asserted or instituted to restrain or prohibit the carrying out of the transactions contemplated by this Plan.

(d) All corporate and other proceedings and action taken in connection with the transactions contemplated by this Plan and all certificates, opinions, agreements, instruments and documents shall be satisfactory in form and substance to counsel for the Merging Corporation.

Section 3.4. Conditions Precedent to Obligations of Surviving Corporation.

Except as may be expressly waived in writing by the Surviving Corporation, all of its obligations under this Plan are subject to the satisfaction, prior to or on the Effective Date, of each of the following conditions by the Merging Corporation:

(a) The representations and warranties made by the Merging Corporation to the Surviving Corporation in Article 2 of this Plan and in any document delivered pursuant to this Plan shall be deemed to have been made again on the Effective Date and shall then be true and correct. If the Merging Corporation shall have discovered any material error, misstatement or omission in those representations and warranties on or before the Effective Date, it shall report that discovery immediately to the Surviving Corporation and shall either correct the error, misstatement, or omission, or obtain a written waiver from the Surviving Corporation.

(b) The Merging Corporation shall have performed and complied with all agreements or conditions required by this Plan to be performed and complied with by it prior to or on the Effective Date.

(c) No action or proceeding by any governmental body or agency shall have been threatened, asserted or instituted to restrain or prohibit the carrying out of the transactions contemplated by this Plan.

ARTICLE 4.  
MANNER OF CONVERTING SHARES

Section 4.1. Manner. The holders of shares of the Merging Corporation shall surrender their shares to the Secretary of the Surviving Corporation promptly after the Effective Date, in exchange for shares of the Surviving Corporation to which they are entitled under this Article 4.

Section 4.2. The shareholders of the Merging Corporation shall be entitled to receive one share of common stock of the Surviving Corporation for each share of common stock of the Merging Corporation.

Section 4.3. The currently outstanding 100 shares of common stock of the Surviving Corporation shall remain outstanding as common stock of the Surviving Corporation.

ARTICLE 5.  
DIRECTORS AND OFFICERS

Section 5.1. Directors and Officers of Surviving Corporation.

(a) The present Board of Directors of the Surviving Corporation shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been elected and qualified.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date of the merger, the vacancy may be filled by the shareholders as provided in the articles and bylaws of the Surviving Corporation.

(c) All persons who as of the Effective Date of the merger shall be executive or administrative officers of the Surviving Corporation shall remain as officers of the

Surviving Corporation until the Board of Directors of the Surviving Corporation shall determine otherwise. The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

#### ARTICLE 6. ARTICLES AND BY-LAWS

Section 6.1. Articles of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation existing on the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until they are altered, amended or repealed as provided for in said Articles of By-laws.

Section 6.2. By-laws of Surviving Corporation. The By-laws of the Surviving Corporation existing on the effective date of the Merger shall continue in full force and effect as the By-laws of the Surviving Corporation until they are altered, amended or repealed as provided for in said By-laws.

#### ARTICLE 7. INTERPRETATION AND ENFORCEMENT

Section 7.1. Further Assurances. The Merging Corporation agrees that, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments. The Merging Corporation further agrees to take or cause to be taken any further or other actions that the Surviving Corporation may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and

franchises referred to in Article 1 of this Plan, and otherwise to carry out the intent and purpose of this Plan.

Section 7.2. Entire Plan; Counterparts. This Plan and the exhibits to this Plan contain the entire plan between the parties with regard to the contemplated transaction. This Plan may be executed in any number of counterparts, all of which taken together shall be deemed one original.

Section 7.3. Controlling Law. The validity, interpretation and performance of this Plan shall be governed by, construed and enforced in accordance with the laws of the State of Indiana.

IN WITNESS WHEREOF, this Plan was executed on the 26th day of April, 1996.

SYSTEMETRICS INTERNATIONAL, INC.,  
an Indiana corporation

By: 

Ronald B. McGuire, President

ATTEST:

  
Ronald B. McGuire, Secretary

SYSTEMETRICS INTERNATIONAL, INC.,  
a Florida corporation

By: 

Ronald B. McGuire, President

ATTEST:

  
Ronald B. McGuire, Secretary

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**ARTICLES OF INCORPORATION  
OF  
SHANG ARTIST MANAGEMENT, INC.**

The undersigned, a natural person competent to contract, acting as incorporator of a corporation under the laws of Florida, as amended, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
Name**

The name of the corporation is SHANG ARTIST MANAGEMENT, INC.

**ARTICLE II  
Duration**

The duration of this corporation shall be perpetual, commencing on the date of these Articles are filed in the appropriate office of the State of Florida.

### ARTICLE III

The purposes of which the corporation is formed are as follows:

1. To conduct business as managers and representatives of entertainers, performing artists, actors and actresses, and other creative talent; To carry on the business of producing and presenting public entertainment, theatrical and otherwise, and also of theatrical proprietors, music hall proprietors, caterers, for public entertainments, concerts, and public exhibitions, ballets, conjuring, juggling, moving pictures and other entertainment; to provide, engage and employ actors, dancers, singers, variety performers, athletes, and theatrical and musical artists; to produce and present to the public all manner of shows, exhibitions, and amusements which are or may be produced at a theater, music hall, or elsewhere within enclosures or in the open; to own, acquire, erect, lease, use, operate, manage, or control and sell, let, mortgage, transfer, operate, manage, or control and sell, let, mortgage, transfer, or otherwise dispose of theaters, hall, gardens, entertainment halls, or other places for public entertainment or amusement.
2. To engage generally in any and all branches of the general theatrical business, including but not limited to radio, television, stage, and motion pictures; to own, lease, or otherwise acquire and to manage, operate, and control theatres and other places of amusement and entertainment; to own, lease, or otherwise acquire, and to manage, operate and control radio, telegraph, telephone, radio broadcasting, and telecasting systems or stations and any other means of communication, whether now own or thereafter discovered or invented; to carry on a general theatrical and amusement business and every branch thereof or every business connected therewith; and to carry on any other business of a similar or related nature or capable of being conveniently carried on in connection with the foregoing or calculated directly or indirectly to enhance the value of the property or rights of the corporation.
3. To engage in all phases of the business of music and literary publishers, including making arrangements with authors, companies, and others for the writing and composition of musical works, and including acting as a jobber, wholesaler, retailer, licensor and forms in which musical works may be embodied.
4. To hire, employ, contract with and negotiate for the musical production or artistic services of, and to use in any manner, orchestras, bands, singers, musicians, actors, entertainers and other.

5 To manufacture, produce, acquire, purchase, own, maintain, export, import, sell, lease, license, distribute, exhibit, and generally deal in motion pictures of every kind, nature and description, on any size and dimension, colored or otherwise, with or without sound synchronization, talking sequences or musical accompaniment; to purchase, acquire, sell, lease, distribute, and generally deal in plays, scenarios, works of literators, dramas, dramatic compositions, musical composition, operas, operettas, and to apply for, obtain, purchase or otherwise dispose of, any and all copyrights, whether secured under the copyright law of the United States or any foreign country; to produce, purchase, sell, lease, license, and otherwise deal in motion picture plays; with or without sound synchronization, talking sequences or musical accompaniment, operas, operettas, stories, scientific, travel, and educational subjects, and all other subjects generally adaptable to production in motion picture forms, and for that purpose to engage and employ the services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, cameramen, electricians, stage staff, wardrobe staff, scenic artists, and all other persons necessary and proper for the production of such motion picture.

6 To buy, sell and otherwise deal in notes, stocks, bonds or other investments, including the right to hold, buy, sell, lease, mortgage, or otherwise encumber, sell and dispose of real and personal property of all kinds and descriptions.

7 To make and enter into contracts of all kinds with, and to act as agent or representative for, or manager of investments for, any individual, firm, association, or other corporation; to compile statistics and analyze reports and statements of corporations and associations; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by fiscal agents, and to aid any lawful enterprise.

8 To purchase, hold, sell, and reissue the shares of its own capital stock, to endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations.

9 To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and to invest, trade or deal in real and personal property of every kind and description or any interest therein.

10 To acquire all or any part of the securities, goodwill rights, property or assets of any kind and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

**ARTICLE IV**  
**Capitol Stock**

The total number of shares of stock which the Corporation shall have the authority to issue is 200 shares of Common Stock, no par value.

**ARTICLE V**  
**Initial Registered Office and Registered Agent**

The initial registered office of this corporation has a street address of 404 WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139; a mailing address of 404 WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139; and the name of the initial registered agent of this corporation at the street address is CLIFTON DILLON. The street address and the principal office of the corporation is same as the registered office.

ARTICLE VI  
Board Of Directors

The number of directors of the corporation shall be three (3). The number of directors may be increased from time to time by an amendment of the bylaws of the corporation, but shall never be less than three (3).

ARTICLE VII  
Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are as follows:

CLIFTON DILLON                    - President/Treasurer  
404 Washington Avenue  
Suite 680  
Miami Beach, FL 33139

CLIFTON DILLON                    - Vice President

CLIFTON DILLON                    - Secretary/Registered Agent

ARTICLE VIII  
Amendment Of Articles

The Articles of Incorporation may be amended in the manner provided by law, unless otherwise provided by the Bylaws of the corporation. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Article IX  
Indemnification

The corporation is empowered to indemnify any officer or director or any former officer or director, pursuant to the bylaws and to the provisions of applicable laws of the State of Florida.

ARTICLE X  
Informal Action Of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI  
Inspection of Accounts and Books

The rights of the shareholders to inspect the books and accounts of this corporation shall be as conferred by the Bylaws, resolutions of the Shareholders, or as required by law.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 6070501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: -SHANG-ARTIST-MANAGEMENT, INC

2. The name and address of the registered agent and office is:

CLIFTON DILLON  
(NAME)

404 WASHINGTON AVE SUITE 680  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI BEACH FL 33139  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.*



(SIGNATURE)

04/08/96

(DATE)

Registered Agent/Incorporator, executed April 08, 1996.