

PAID 100000033652
800-442-8086
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96 APR 16 PM 1:18
DIVISION OF REGISTRATION



FILED
96 APR 16 AM 8:47
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 919053 5674A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : April 15, 1996

ORDER TIME : 11:01 AM

ORDER NO. : 919053

CUSTOMER NO: 5674A

800001782808

CUSTOMER: Carla Wellborn, Legal Asst
KIMPTON BURKE & WHITE

Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 34621

DOMESTIC FILING

NAME: ATC SOFT, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____

*4/18/96
IB*

ARTICLES OF INCORPORATION
OF
ATC SOFT, INC.

FILED
95 APR 16 AM 8:47
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ATC SOFT, INC.

The address of the principal office of this corporation shall be 28050 U.S. Highway 19 North, Suite 400, Clearwater, Florida 34621 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 28059 U.S. Highway 19 North, Suite 100, Clearwater, Florida 34621, and the name of the initial registered agent of the corporation at that address is Robert C. Burke, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set
their hand and seal of Corporation Service Company
on April 16, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

HBD/meb

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: _____

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

ROBERT C. BURKE, JR.
(Name)

28059 U. S. HIGHWAY 19 NORTH, SUITE 100
(P.O. Box not acceptable)

CLEARWATER, FLORIDA 34621
(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)

LAW OFFICES OF

KIMPTON, BURKE & WHITE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE, JR.
LANFRED W. WHITE
RICHARD T. HEIDEN

FAX (813) 796-0909

28059 U.S. HIGHWAY 19 NORTH
SUITE 100
CLEARWATER, FL 34621-2696
TELEPHONE (813) 791-0063

P96000033652

November 1, 1996

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

100001999261--8
-11/07/96--01066--009
*****35.00 *****35.00

RE: ATC Soft, Inc.
Our File No. 10,031.04.6.000

Gentlemen:

Enclosed is Registered Agent Certificate designating new Registered Agent for the captioned corporation. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Further enclosed is our check in the amount of \$35 covering your filing fees.

Sincerely,

KIMPTON, BURKE & WHITE, P.A.

Robert C. Burke, Jr.
Robert C. Burke, Jr.

RCB/cg
Enclosures

cg:96secr01.1tr

Change

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 NOV -7 AM 11:07

NOV 9 3 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ATC SOFT, INC.

1b. The mailing address of the corporation is : 28050 U S HIGHWAY 19 NORTH SUITE
400, CLEARWATER, FL 34621

1c. Date of incorporation: 04/16/96 Document number: P96000033652

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

ROBERT C BURKE JR
28059 U S HIGHWAY 19 NORTH SUITE 100
CLEARWATER FL 34621

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

CHERYLL WING
28050 U S HIGHWAY 19 NORTH SUITE 400
CLEARWATER FL 34621

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or
vice chairman of the board)

NOVEMBER 1, 1996

(Date)

CHERYLL WING, PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

NOVEMBER 1, 1996

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV - 7 AM 11:07

1201 HAYS STREET
TALLAHASSEE, FL 32309-3607
800-343-8086
P 96000033652



ACCOUNT NO. : 072100000032
REFERENCE : 147291 5674A
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 122.50

ORDER DATE : November 7, 1996

ORDER TIME : 10:15 AM

000001999180--1

ORDER NO. : 147291-005

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton Burke & White
Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 34621

ARTICLES OF MERGER

AMERICAN TECHNICAL SERVICES,
INC.

INTO

ATC SOFT, INC.

FILED
96 NOV - 7 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/96

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
96 NOV - 7 AM 11:30
DIVISION OF CORPORATION

N HENDRICKS NOV - 7 1996

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

AMERICAN TECHNICAL SERVICES, INC., A NEVADA CORPORATION NOT
QUALIFIED.

INTO

ATC SOFT, INC., a Florida corporation, P96000033652

File date: November 7, 1996 *EFFECTIVE December 31, 1996.*

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

FILED

96 NOV -7 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF**

**AMERICAN TECHNICAL SERVICES, INC.,
a Nevada corporation,**

INTO

**ATC SOFT, INC.,
a Florida corporation**

EFFECTIVE DATE
12/31/96

Pursuant to the provisions of the General and Business Corporation laws of the State of Florida, the undersigned corporations adopt the following Articles of Merger for the purpose of merging the Nevada corporation into the Florida corporation.

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by both Nevada law and Florida law:

Such Plan of Merger is identified in the attached Agreement of Merger which is incorporated herein by reference.

2. The dates of adoption of the Plan of Merger by the shareholders were:

Name of Corporation	Date
American Technical Services, Inc.	November 1, 1996
ATC Soft, Inc.	November 1, 1996

The Plan of Merger shall be effective at midnight the 31st day of December, 1996.

3. As to each of the undersigned corporations, the number of share outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name	No. Shares Outstanding	Entitled to Vote as a Class Designation of Class	No. Of Shares
American Technical Services, Inc.	25,000	common	25,000
ATC Soft, Inc.	Not applicable as shares to be issued pursuant to "F" reorganization.		

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively are as follows:

Name	Total Voted For	Total Voted Against	Class	Number of Shares Entitled to Vote as a Class	
				Voted For	Voted Against
American Technical Services, Inc.	25,000	0	common	25,000	0
ATC Soft, Inc.	Not applicable as shares to be issued pursuant to "F" reorganization.				

Dated: November 1, 1996

AMERICAN TECHNICAL SERVICES,
INC.

By: Cheryll Wing
Cheryll Wing
Its President

Attest:

Craig Zivolich
Craig Zivolich
Its Secretary

(Corporate Seal)

ATC SOFT, INC.

By: Cheryll Wing
Cheryll Wing
Its President

Attest:


Craig Zivolich
Craig Zivolich
Its Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Cheryll Wing and Craig Zivolich, who are to me well known to be the persons described in and who subscribed the above Articles of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth. They are ☒ personally known to me or have () produced Florida driver's licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Clearwater, in said County and State this 1st day of November, 1996.



Notary Public, State of Florida
Name: _____
Serial No: _____
Commission Expires: _____




R. C. Burke, Jr.
MY COMMISSION # CC296030 EXPIRES
July 7, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Cheryll Wing and Craig Zivolich who are to me well known to be the persons described in and who subscribed the above Articles of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth. They are ☒ personally known to me or have () produced Florida driver's licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my seal at Clearwater, in said County and State this 1st day of November, 1996.



Notary Public, State of Florida
Name: _____
Serial No: _____
Commission Expires: _____



R. C. Burke, Jr.
MY COMMISSION # CC296030 EXPIRES
July 7, 1997
BONDED THRU TROY FARM INSURANCE, INC.

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION dated this 1st day of November, 1996 by and between **AMERICAN TECHNICAL SERVICES, INC.**, a Nevada corporation, whose address is 100 W. Grove Street, Suite 360, Reno, Nevada 89509 (hereinafter called "ATS") and **ATC SOFT, INC.**, a Florida corporation, whose address is 28050 U. S. Highway 19 North, Suite 400, Clearwater, FL 34621 (hereinafter called "ATC Soft").

WHEREAS:

1. The Boards of Directors of ATS and ATC Soft have resolved that ATS be merged and pursuant to the General Corporation Law of the State of Florida and the Business Corporation Law of the State of Nevada into a single corporation existing under the laws of the State of Florida, to wit, ATC Soft, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of ATS consists of twenty-five thousand (25,000) shares of Common Stock with a par value of One and No/100 (\$1.00) Dollar per share (hereinafter called "ATS Common Stock"), of which twenty-five thousand (25,000) shares are issued and outstanding;

3. The authorized capital stock of ATC Soft consists of one thousand (1,000) shares of Common Stock with a par value of \$1 per share (hereinafter called "ATC Soft Common Stock"), no shares of which are issued and outstanding; and

4. The respective Boards of Directors of ATS and ATC Soft have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida and the Business Corporation Law of the State of Nevada that ATS shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, ATC Soft, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 ATS Stockholders' Meeting. ATS shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Nevada at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Cheryll Wing as Incorporator of ATC Soft. On or before December 31, 1996, Cheryll Wing, as the incorporator of ATC Soft, shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of ATS in accordance with the Business Corporation Law of the State of Nevada, (b) this Agreement has been adopted by Cheryll Wing as the incorporator of ATC Soft, in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of Nevada. Such filings shall be made on the same day. The Merger shall become effective the later of the date last filed with the State of Florida and the State of Nevada, or, at midnight December 31, 1996, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of ATS shall cease, and ATS shall be merged into ATC Soft which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of ATS; and all and singular, the rights, privileges, powers, and franchises of ATS, and all property, real, personal, and mixed, and all debts due to ATS on whatever account, as well for stock subscriptions and all other things in action or belonging to ATS, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of ATS, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Nevada or any other jurisdiction, in ATS, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of ATS shall be preserved unimpaired, and all debts, liabilities, and duties of ATS shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of

ATS or the corresponding officers of the Surviving Corporation, may, in the name of ATS, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all ATS's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation: Certificate of Incorporation: Bylaws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be ATC SOFT, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of ATC Soft as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of ATC Soft, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of ATS and the nature and amount of securities of ATC Soft which the holders of shares of ATS Common Stock are to receive in exchange for such shares are as follows:

3.1 ATS Common Stock. All shares of ATS Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into a total of one hundred (100) shares of ATC Soft Common Stock, divided proportionately the same as the shareholder ownership of ATS Common Stock, and the outstanding certificates representing shares of ATS Common Stock shall thereafter represent shares of ATC Soft Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 ATC Soft Incorporation Rights Held by Cheryll Wing. All incorporation rights of Cheryll Wing held in ATC Soft immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist.

4. Miscellaneous.

4.1 Termination. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of ATS, if the Board of Directors of ATS or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 Multiple Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3 Saving Clause. If for any reason by action or inaction inclusive of but not limited to needed modifications of this Agreement or otherwise, that intended "F" reorganization pursuant to Section 368(a)(1)(F) is ineffective then this Agreement shall be deemed amended to so comply, and the corporations shall do all things necessary to further comply, such to create a tax free "F" reorganization by this merger.

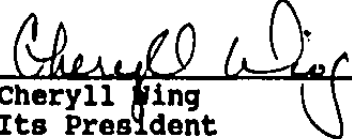
IN WITNESS WHEREOF, this Agreement has been executed by American Technical Services, Inc. and ATC Soft, Inc. all on the date first above written.

Attest:



Craig Zivovich
Its Secretary


AMERICAN TECHNICAL SERVICES,
INC., a Nevada corporation

By: 

Cheryll Wing
Its President

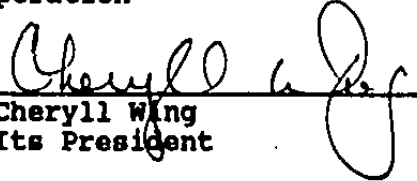
(Corporate Seal)

Attest:



Craig Zivovich
Its Secretary

ATC SOFT, INC., a Florida
corporation

By: 

Cheryll Wing
Its President

(Corporate Seal)

1201 HAYS STREET
TALLAHASSEE, FL 32309-2000
TAX

342-8086

P96000033652



ACCOUNT NO. : 072100000032

REFERENCE : 147291 5674A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizant

FILED
96 NOV 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 7, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 147291-015

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton Burke & White
Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 34621

700002003897--5

DOMESTIC AMENDMENT FILING

NAME: ATC SOFT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

NAme
Change
11/14/96

Dr

RECEIVED
96 NOV 13 PM 2:45
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ATC SOFT, INC.

FILED
95 NOV 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATC SOFT, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, CHERYLL WING and CRAIG ZIVOLICH, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 1st day of November, 1996, adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of ATC SOFT, INC., a Florida corporation, that Article I of the Certificate of Incorporation be amended, changed and altered so that it reads as follows:

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN TECHNICAL SERVICES, INC.

The address of the principal office of this corporation shall be 28050 U. S. Highway 19 North, Suite 400, Clearwater, Florida 34621 and the mailing address of the corporation shall be the same.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 1st day of November, 1996, and at said special meeting of the shareholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 1st day of November, 1996.

ATC SOFT, INC.

By: Cheryll Wing
Cheryll Wing, President

Attest:

Craig Zivolich
Craig Zivolich, Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that Cheryll Wing and Craig Zivolich as President and Secretary, respectively, of ATC SOFT, INC., to me ☒ personally known or who ☐ produced Florida driver's licenses as identification, this date acknowledged before me that they executed the foregoing Articles of Amendment of Articles of Incorporation of ATC SOFT, Inc., as such officers of said corporation and they affixed the official seal of said corporation; and I further certify that I know the said persons making said acknowledgement to be the individuals described in and who executed said Certificate.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 1st day of November, 1996.

R. C. Barba, Jr.
Name: _____
Notary Public, State of Florida
Serial No: _____
Commission Expires: _____

H:\HOME\CG\AMERICAN.TEC\GENCORP\98ART101.AME



R. C. Barba, Jr.
MY COMMISSION # 00280000 EXPIRES
July 7, 1997
BONDED THRU TROY PAUL INSURANCE, INC.