

89600005263 /  
TRANSMITTAL LETTER

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

800001868258  
-06/19/96--01155--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Autodyne, 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

FILED  
96 JUN 29 AM 11:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FROM: Michael S. Austin  
Name (printed or typed)

1523 BURNINGTREE LANE  
Address

BRANDON, FLORIDA 33510  
City, State & Zip

813-654-4076  
Daytime Telephone number

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

# ARTICLES OF INCORPORATION

*The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.*

## Article I

The name of the corporation (hereinafter called the corporation) is **Autodyne, Inc.**

## Article II

The duration of the corporation shall be perpetual. The principal place of business and mailing address of this corporation shall be **1523 Burningtrees Lane, Brandon, Florida 33510**. The purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act, are as follows:

To market, sell, and provide the capability for the selling of various consumer products and services through electronic, video, telecommunication and interactive computer facilities.

To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the Florida Business Corporation Act.

## Article III

A. The total number of shares of capital stock which the corporation has authority to issue is 2000 divided into 1000 shares of Class A common stock with no par value and 1000 shares of Class B common stock with no par value.

The following is a description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A common stock and the Class B common stock of the corporation shall be identical in all respects.
2. With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors, and holders of Class B common stock shall have no

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CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

voting power whatsoever, and no holder of Class B common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

- B. No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.
- C. The corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- D. The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

## Article VI

The name and address of the initial registered agent is **Michael S. Austin, 1523 Burningtree Lane, Brandon, Florida 33510.**

## Article V

The number of directors constituting the initial Board of Directors is two (2). The names and street addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

**Michael S. Austin  
1523 Burningtree Lane  
Brandon, Florida 33510**

**Donna L. Austin  
1523 Burningtree Lane  
Brandon, Florida 33510**


The names and street addresses of the Incorporators to these Articles of Incorporation are as follows:


**Michael S. Austin  
1523 Burningtree Lane  
Brandon, Florida 33510**

**Donna L. Austin  
1523 Burningtree Lane  
Brandon, Florida 33510**

The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

The undersigned Incorporators have executed these Articles of Incorporation this *14<sup>th</sup>* day of *June*, 1996.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

**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:

Autodyne Inc.


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

Michael S. Austin  
(NAME)

1523 Burningtree Lane  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BRANDON, FLORIDA 33510  
(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)

6/14/96  
(DATE)

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :  
DEPARTMENT OF STATE

P96 000052631  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	11,700.00	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	11,700.00	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	8.75
12	45-20-2-130001-45300000-00-000100-00	1	10.00
12	45-20-2-130001-45300000-00-000100-00	2	35.00
12	45-20-2-130001-45300000-00-000100-00	2	61.25
12	45-20-2-130001-45300000-00-000100-00	2	61.25
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	200.00
12	45-20-2-130001-45300000-00-000100-00	1	200.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	4	575.00
12	45-20-2-130001-45300000-00-000100-00	4	10,020.00

GRAND TOTAL: \$ 11,700.00

~~7000~~ 700120-F  
78.75  
93.75

Process Date: 06/28/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer