

P96000054548
HARTER, SECREST & EMERY

431 East Fayette Street
Syracuse, New York 13202-1919
315 • 474-4000
FAX 315 • 474-7709

One Glenboro Place
Albany, New York 12207-2110
518 • 434-4377
FAX 518 • 427-8107

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
800 LAUREL OAK DRIVE

SUITE 400
NAPLES, FLORIDA 33903-2730

941 • 598-4444
FAX 941 • 598-2781

700 Madison Avenue
Rochester, New York 14604-2070
716 • 232-6500
FAX 716 • 232-2162

June 24, 1996

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001876186
-06/26/96--01068--010
****122.50 ****122.50

Re: Clipper Automation Corporation

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY

Bruce G. Fedor

BGF/jpw
Enclosures

FILED
96 JUN 25 PM 3:25
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLIPPER AUTOMATION CORPORATION

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Clipper Automation Corporation and the address of the principal office and mailing address of the Corporation is 1470 Don Street, Naples, Florida 33942-3366.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963-2738. The name of the initial registered agent of the Corporation at the registered office shall be Bruce G. Fedor, Esq.

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JUN 25 PM 3:25
CLIPPER AUTOMATION CORPORATION
6-21-96

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of five (5) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Norman D. Dykema
1470 Don Street
Naples, FL 33942

Thomas R. Seaman
1470 Don Street
Naples, Florida 33942

Charles A. Davis
1470 Don Street
Naples, FL 33942

Thomas R. Branch
1470 Don Street
Naples, Florida 33942

John T. Hutterly
1470 Don Street
Naples, FL 33942

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

John T. Hutterly
1470 Don Street
Naples, FL 33942

ARTICLE VII

Commencement of Existence

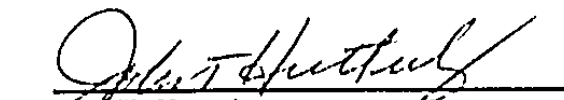
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII


Duration

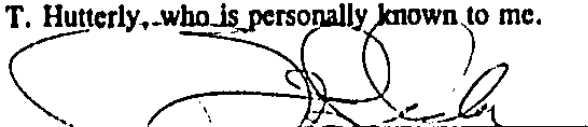
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation this 21st day of June, 1996.


John T. Hutterly
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

 The foregoing instrument was acknowledged before me this 21st day of
June, 1996 by John T. Hutterly, who is personally known to me.


Notary Public

OFFICIAL NOTARY SEAL
BRUCE G FEDOR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC216317
MY COMMISSION EXPIRES AUG. 11, 2000

Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

CLIPPER AUTOMATION CORPORATION

FILED
05 JUN 25 PM 3:22
CLERK OF COURT
TALLAHASSEE, FLORIDA

I, Bruce G. Fedor, Esq., having signed the within as registered agent of Clipper Automation Corporation, (the "Corporation") at the registered address of 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963-2738, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Bruce G. Fedor, Esq.
REGISTERED AGENT