

P96000071978

TRANSMITTAL LETTER

To: Department of State
Division of Corporations
P. O. Box 6027
Tallahassee, FL 32314

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314

SUBJECT: L.P.D SYSTEMS ENTERPRISES
(Proposed corporate name - must include suffix)

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

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FILED
96 AUG 29 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: E. LOGOTHETIS
Name (printed or typed)
1920 N. 35TH AVENUE
Address
HOLLYWOOD, FL 33021
City, State & Zip
(954) 964-1200
Daytime Telephone number

AUG 15 1996' B5B

AUG 29 1996'

505,624
W96-17148

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1996

E. LOGOTHETIS
1920 N. 35TH AVENUE
HOLLYWOOD, FL 33021

SUBJECT: LPD SYSTEMS ENTERPRISES
Ref. Number: W96000017148

We have received your document for LPD SYSTEMS ENTERPRISES and check(s) totalling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must include original signatures.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00038959

ARTICLES OF INCORPORATION

OF

LPD SYSTEMS ENTERPRISES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We hereby associate to form a stock corporation under the provisions of the Code of Florida and to that end set forth the following:

FIRST: The name of the corporation is LPD Systems Enterprises CORPORATION

SECOND: The purpose of the corporation is:

a. To conceive, plan, develop, design, implement, operate and maintain communications systems and associated equipment and facilities for domestic and overseas markets.

b. To invent, develop and design electronic systems or devices that may or are related to the disciplines of communications systems and to protect said systems and devices by appropriate legal methods, in national and international markets.

c. To write and publish literature relating to communications systems and associated disciplines and to protect such publications by applicable copyright laws.

d. To provide management, technical or any other services that may enhance the corporate image and marketing aspects in the acquisition of communications systems contracts and to provide such services on a "buy" or "lease" basis.

e. In addition, the corporation may carry on any business not prohibited by law or required to be stated in these articles.

f. To carry out all or any part of the foregoing purposes, either alone or in association with any individuals, associations, partnerships or corporations, and in any State, Territory, District, or in any foreign country, to the extent that such purposes are not prohibited by the law of such State, Territory, District or possession of the United States, or by such foreign country.

THIRD: The corporation may exercise any powers, without limitations whatsoever, which a corporation may legally exercise under the Florida Stock Corporation Act under which this corporation is formed which includes but are not limited to the following powers:

a. The corporation shall have the power to acquire by purchase, exchange, lease, devise, or otherwise, and to hold, own, maintain, manage, and prove, develop and operate, and to sell, transfer, convey, lease, mortgage, exchange and otherwise dispose of or deal in or with, real property, wherever situated, in any and all rights, interests or privileges therein; and to erect, construct, make, improve and operate, or to add or subscribe to the erection, construction, making, improvement and operation of offices, warehouses, plants, mills, stores, laboratories, studios, workshops, buildings, and

other establishments and installations, and equipment, machinery, apparatus and other facilities, of every kind and description.

b. Corporation shall have the power to purchase or otherwise acquire, hold, own, use, pledge, mortgage, sell, convey, or otherwise dispose of real and personal property of every kind and description, without restrictions or limitations as to amount, in any of the States, Territories, Districts or possessions in the United States, or any foreign countries, except where otherwise provided to the contrary by law.

c. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein before mentioned either alone or in association with any other corporation, firm, or individual, and to do every other act or acts, thing, or things, incident or pertinent to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same shall not be inconsistent with the laws under which this corporation is organized.

FOURTH: The maximum amount of the capital stock in the corporation shall be 100 shares without par value.

The stock shall be divided into shares without par value all of one class, common stock, and each share thereof shall be equal in every respect to every other share, entitled to equal vote and dividend, and in

case of distribution of the assets of the corporation, to the same amount out of the assets thereof.

No share or shares of stock of the corporation shall be sold, assigned or transferred by any stockholder, or by the executors, administrators, legatees, legal representatives or next of kin of such stockholders unless such share or shares shall have been first offered in writing to the corporation or to the remaining stockholders as hereinafter set forth for the purchase at the book value thereof as determined by the balance sheet of the corporation, prepared by the accountant for the corporation as of the last day of the month preceding such offer or offers and said offer or offers have not been accepted. The corporation shall have a period of ten (10) days following the date of receipt of such offer to accept the same. If said offer is not accepted within said period, the corporation shall forthwith notify the remaining stockholders in writing of said offer and of its election not to accept such offer, whereupon, the remaining stockholders shall have a period of thirty (30) days after the mailing of said notice to accept said offer. Any such shares not purchased by the corporation and/or the remaining stockholders after the time to accept said offer shall have expires, shall be free from the restrictions set forth herein. All certificates of stock^{of} of the corporation shall bear the following legend:

"The shares represented by this Certificate are subject to restrictions against sale or transfer in accordance with ARTICLE FOURTH of the Articles of Incorporation of the Corporation."

FIFTH: The post office address of the initial registered office of the corporation is 1920 North 35 Avenue, Hollywood, Florida 33021. The name of the County of which the initial registered office is located is Broward County, Florida. The name of the initial registered agent is John E. Logothetis, who is a resident of Florida whose business address is the same as the address of the initial registered office of the Corporation.

SIXTH: The number of directors constituting the initial Board of Directors shall be three (3). The names and residences of the initial Board of Directors are as follows:

DIRECTORS

<u>NAME</u>	<u>RESIDENCE</u>
Evangelos B. Logothetis	1920 N 35 TH AVE. Hollywood, FL 33021,
Helen R. Logothetis	1920 N 35 TH AVE. Hollywood, FL 33021,
John E. Logothetis	1920 N 35 TH AVE. Hollywood, FL 33021,

SEVENTH: The duration of the corporation is to be perpetual.

EIGHTH: Each person now or hereinafter a director or officer of the corporation, and his heirs, executors, administrators, shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses including all attorney fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim, which he is or may be made a party by reason of his being or having been a director or officer of the corporation, whether or not a director or officer at the time such costs or expenses were incurred by or imposed upon him, except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duties, and in the event of a settlement, such settlement was or is in the best interest of the corporation. If the determination by the Board of Directors, it may rely as to all questions of law and the advice of independent counsel. Such right of

indemnification shall not be deemed exclusive of any right to which he may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

Dated: AUGUST 4, 1996

Evangelos B. Logothetis
EVANGELOS B. LOGOTHETIS

Helen R. Logothetis
HELEN R. LOGOTHETIS

John E. Logothetis
JOHN E. LOGOTHETIS

**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:

LPD SYSTEMS ENTERPRISES

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

JOHN E. LOGOTHETIS
(NAME)

1920 N. 35TH AVENUE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

HOLLYWOOD, FLORIDA 33021
(CITY/STATE/ZIP)

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85 AUG 29 11:16
SECRETARY OF STATE
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.

John E. Logothetis
(SIGNATURE)

8/4/96
(DATE)