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PREMIER MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 083342 7115607

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 122.50

ORDER DATE : September 12, 1996

ORDER TIME : 12:05 PM

ORDER NO. : 083342

CUSTOMER NO: 7115607

100001246451

CUSTOMER: Tina Elias, Legal Asst
FLOYD PEARSON RICHMAN GREER
WEIL BRUMBACH & RUSSOMANNO
1100 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ADVATECH HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

JP 9/12/96

RECEIVED
561 SEP 12 PM 4:21
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ADVATECH HOLDINGS, INC.

FILED
CLERK OF DISTRICT COURT
95 SEP 12 AM 9:41

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:

ADVATECH HOLDINGS, INC.

The address of the principal office of this corporation shall be 20147 Northeast 15th Court, North Miami Beach, Florida 33179, 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 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

George Snyder CEO	20147 Northeast 15th Court North Miami Beach, Florida 33179
Gerald F. Richman Chrmn. of the Brd.	1100 East Tower 777 South Flagler Drive West Palm Beach, Florida 33401

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

George Snyder Pres.	20147 Northeast 15th Court North Miami Beach, Florida 33179
Gerald F. Richman V.Pres.	1100 East Tower 777 South Flagler Drive West Palm Beach, Florida 33401
Michael Speigel V.Pres.	20147 Northeast 15th Court North Miami Beach, Florida 33179

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 September 12, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
95 SEP 12 AM 9:41

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

GMC/mke

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RICHMAN GREER WEIL BRUMBAUGH MIRABITO & CHRISTENSEN

PROFESSIONAL ASSOCIATION

Phillips Point East Tower
777 South Flagler Drive, Suite 1100
WEST PALM BEACH, FLORIDA 33401-6161

Gerald F. Richman*
Alan G. Greer*
Kenneth J. Weil
John M. Brumbaugh*
Andrew J. Mirabito*
Bruce A. Christensen**
Charles H. Johnson***
Gary S. Belensky
Diane Wagner Katzen
Manuel A. Garcia-Linares
Carroll J. Kelly
Mark A. Romance

Steven M. Brady
Lawrence H. Kunin
M. Margaret Haley
Kenneth L. Dobkin
Christine R. Roberts

Robert L. Floyd
Ray H. Pearson
Jeffrey D. Fisher
Of Counsel

561-803-3300
FAX 561-820-1608

REPLY TO:

West Palm Office

MIAMI OFFICE:
MIAMI CENTER, TENTH FLOOR
301 SOUTH BISCAYNE BOULEVARD
MIAMI, FL 33131
TEL 305 373-4000
FAX 305 373-4099

MEMBER OF
COMMERCIAL LAW AFFILIATES
AN ASSOCIATION OF INDEPENDENT
LAW FIRMS WITH OFFICES IN
PRINCIPAL CITIES WORLDWIDE

*Certified in Civil Trial Law By The Fla. Bar
**Certified in Marital & Family Law By The Fla. Bar
***Certified in Estate Planning & Probate By The Fla. Bar

November 26, 1996

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

000002018670--6
-12/03/96--01165--009
*****87.50 *****87.50

Re: Advatech Holdings, Inc.

Dear Ladies and Gentlemen:

Enclosed please find a check in the amount of \$87.50 which reflects payment for the filing and one (1) certified copy of the attached Articles of Amendment for the above referenced corporation.

Should you need any additional information, please do not hesitate to contact our office.

Sincerely,

Gerald F. Richman/t

Gerald F. Richman

(Signed in Mr. Richman's absence to expedite delivery)

GFR:te
Enclosures
cc: George Snyder

SH 12/4

FILED
96 DEC -2 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ADVATECH HOLDINGS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 DEC -2 PM 1:42

FILED

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article I: Name:

The name of this corporation shall henceforth be known as:

Advatech Research and Development, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: **November 1, 1996.**

FOURTH: Adoption of Amendment(s)

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 18th day of November, 1996.

Signature:


Gerald F. Richman, Vice President / Director