

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 3327
Tallahassee, FL 32314

96002646

Subject: ARCHITECTURAL ELECTRONICS, 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

FROM: **Barney B. Ketteringham**
1966 San Marco Boulevard
Jacksonville, Florida 32207
Daytime Phone 904-399-8547

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-09/13/96--01051--007
*****78.75 *****78.75

9/16

FILED
96 SEP 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

◆ Articles of Incorporation ◆

OF
ARCHITECTURAL ELECTRONICS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the Florida General Corporation Act.

ARTICLE I - Corporate Name

The name of this corporation is ARCHITECTURAL ELECTRONICS, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be 1966 San Marco Boulevard, Jacksonville, Florida, 32207.

ARTICLE III - Stock

The number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 shares. Such shares shall consist of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV - Initial Registered Agent And Street Address

The name and address of the initial registered agent is Barney B. Ketteringham, 1966 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE V - Incorporator(s)

The name(s) and address(es) of the incorporator(s) of the corporation to these Articles of Incorporation is(are):

Barney B. Ketteringham
1966 San Marco Boulevard
Jacksonville, Florida 32207

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ARTICLE VI - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. Moreover, the general nature of the business to be transacted by the corporation is:

To provide consultation, development, design, sales, engineering, manufacturing, installation, training, service and repair in the areas relating to automation systems, security and surveillance, custom electronics, residential electronics, commercial electronics, computers, software and/or any related technologies.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, merchandise, real and personal property, and services of every class, kind and description; except that it is not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy-rights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers, of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors or others as the directors may deem to be in the interest of the company.

To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, the enumeration of which shall not be held to limit or restrict in any manner the powers or activities of this corporation which shall have the power to engage in any activity which may be necessary or profitable and generally shall have and enjoy all powers, and privileges and immunities of businesses incorporated under the laws of the State of Florida.

ARTICLE VII - Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State unless sooner dissolved according to law.

ARTICLE VIII - Directors

This corporation shall have one (1) director constituting the initial board of directors. The number of directors may be either increased or diminished from time to time by the by-laws; however, there shall never be less than one (1) director. In addition thereto, the board of directors shall have authority to fix the compensation of directors and corporate officers.

ARTICLE IX - Initial Director(s)

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation is(are):

**Barney B. Ketteringham
19966 San Marco Boulevard
Jacksonville, Florida 32207**

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

The initial by laws of this corporation shall be adopted by the directors. The by laws may be amended from time to time by either the stockholders or directors, but the directors may not alter or amend any by law adopted by the stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by by-law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any subscribe for stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This selection shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members of their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI - Indemnification

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the full extent permitted by law, including but not limited to expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employees, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for corporation negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

ARTICLE XII - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation on this day, **September 10, 1996**.



BARNEY B. KETTERINGHAM

CERTIFICATE DESIGNATING 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:

ARCHITECTURAL ELECTRONICS, INC.

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

**Barney B. Ketteringham
1966 San Marco Boulevard
Jacksonville, Florida 32207**

Having been named as the 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.



BARNEY B. KETTERINGHAM

9/10/96

(Date)

96 SEP 13 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED