

P9600000 76781

DEITMER, WOHLST & WILKINS, P.A.

Attorneys at Law
230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

TERENCE H. DEITMER
G. CHARLES WOHLST
ROBERT C. WILKINS JR.

POST OFFICE BOX 941690
MAITLAND, FLORIDA 32794-1690
TELEPHONE (407) 319-0009
FACSIMILE (407) 319-1993

August 28, 1996

600001236551
08/30/96--01025--013
***245.00 ***122.50

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

RE: Dynasty Electronics, Inc. and
PACE Group, Inc.

Dear Sir/Madam:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of Dynasty Electronics, Inc. and PACE Group, Inc. Also enclosed is my firm's check payable to the Department of State in the amount of \$245.00 to cover the costs of filing said documents with the Secretary of State.

Please send verification of filing and certified copy of each document to our office at the above address. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,

Debbie

Debbie Jamski
Legal Assistant

EFFECTIVE DATE
9-13-96

~~496-18592~~

Dmc
9-16-96

/daj
Enclosures

502



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

DEBBIE JAMSKI, LEGAL ASSISTANT
DITTMER, WOHLUST & WILKINS, P.A.
P.O. BOX 941690
MAITLAND, FL 32794-1690

SUBJECT: PACE GROUP, INC.
Ref. Number: W96000018592

We have received your document for PACE GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00041614

1472

DITTMER, WOHLUST & WILKINS, P.A.

Attorneys at Law

200 LOCKOULT PLACE
TALLAHASSEE, FLORIDA 32301

TERRANCE H. DITTMER
G. CHARLES WOHLUST
ROBERT C. WILKINS JR.

POST OFFICE BOX 91090
TALLAHASSEE, FLORIDA 32301-0090
TELEPHONE (904) 839-0800
FACSIMILE (904) 839-1993

*Return to September 12, 1996
P/U ASAP*

Attorneys Title Insurance
660 E. Jefferson Street
Suite 200
Tallahassee, FL 32301
ATTN: Julia

RE: PACE Management Group, Inc.

Dear Julia:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of said corporation. I have also enclosed a letter from Florida Department of State which they had sent me returning our original document for PACE. This letter indicates that are presently holding our check in the amount of \$122.50 to cover filing fees.

Please have these filed and send verification of filing and certified copy of Articles of Incorporation to our office at the above address via your courier. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,



Debbie Jamski
Legal Assistant

/daj
Enclosures

**ARTICLES OF INCORPORATION
OF
PACE Management Group, Inc.**

FILED
SEP 16 AM 11:52
TALLAHASSEE
FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of this corporation shall be:

PACE Management Group, Inc.

EFFECTIVE DATE

9-13-96

ARTICLE II - Principal Office and Mailing Address

The principal office of the corporation is located at 204 South Semoran Boulevard, Orlando, Florida 32807 and the mailing address of the corporation is 204 South Semoran Boulevard, Orlando, Florida 32807.

ARTICLE III - Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Wilkins, Jr., and the street address of the initial registered office of this corporation is 230 Lookout Place, Maitland, Florida 32751.

ARTICLE IV - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE VI - Effective Date and Term of Existence

The effective date upon which this corporation shall come into existence shall be September 13, 1996, and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE VII - Directors

- A. The initial number of directors of this corporation shall be see two (2).
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Fredrich Alzner	5843 Cove Drive Orlando, FL 32812
Robert Perrotti	926 Grovesmere Loop Ocoee, FL 34761

- F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these articles are:

Name

Street Address

Robert C. Wilkins, Jr.

230 Lookout Place
Maitland, FL 32746

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

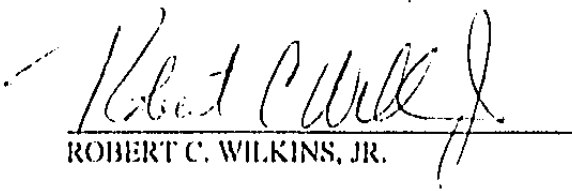
ARTICLE X - Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of September, 1996.


ROBERT C. WILKINS, JR.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of September, 1996, by Robert C. Wilkins, Jr., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Notary Public



DEBORAH ANN JAMSKI
My Commission CC509937
Expires Nov. 14, 1999

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of PACE Management Group, Inc., and state that I am familiar with, and accept the obligation of this position.


ROBERT C. WILKINS, JR.

P96 000076781

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law
SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-872-8207

INTERNET E-MAIL
MSPEAR@MVW.COM

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

September 3, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Pace Management Group, Inc.

Gentlemen:

Enclosed is the original and one photocopy of the Statement of Change of Registered Office or Registered Agent or Both for Pace Management Group, Inc., together with our check in the amount of \$35.00 in payment of the filing fee.

Please file the original, date-stamp the photocopy with the filing information, and return it to the attention of the undersigned in the enclosed stamped reply envelope.

Thank you for your assistance in this matter.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

900002287549--7
-09/08/97--01144--008
*****35.00 *****35.00

/mjs

Enclosures

cc: Mr. Joseph C. Giammarrusco
Jay Van Heyde, Esq.

Change
SEP 26 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1997

MARLIS J. SPEAR, LEGAL ASSISTANT
MAGUIRE, VOORHIS & WELLS, P.A.
200 SOUTH ORANGE AVENUE, SUITE 3000
ORLANDO, FL 32801

SUBJECT: PACE MANAGEMENT GROUP, INC.
Ref. Number: P960C0076781

We have received your document for **PACE MANAGEMENT GROUP, INC.** and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 997A00045567

RECEIVED
7 SEP 15 AM 9:26
DIVISION OF CORPORATIONS

NOTE: ORIGINAL AND ONE COPY OF AMENDED DOCUMENT IS ENCLOSED. PLEASE FILE THE ORIGINAL, DATE-STAMP THE PHOTOCOPY WITH THE FILING INFORMATION AND RETURN IT TO THE ATTENTION OF THE UNDERSIGNED IN THE STAMPED REPLY ENVELOPE PROVIDED HEREIN.

THANK YOU.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PACE MANAGEMENT GROUP, INC.

1b. Date of incorporation September 16, 1996 Document number P96000076781

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

Fred C. Alzner

204 South Semoran Boulevard, Orlando, FL 32807

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

DAVID A. ENIX

210 South Semoran Boulevard, Orlando, Florida 32807

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Joseph C. Giammaruso
SIGNATURE
August 23, 1997
DATE

JOSEPH C. GIAMMARUSO, President & CEO
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *J. E.*
(Registered Agent)
DATE 8-27-97

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