

P96000091269  
LAW OFFICES OF  
Frank W. Ricci, P.A.

FRANK W. RICCI\*  
\*MEMBER INDIANA BAR ONLY  
PRACTICE LIMITED EXCLUSIVELY  
TO IMMIGRATION & CUSTOMS LAW  
ALSO ADMITTED:  
UNITED STATES SUPREME COURT  
U.S. TAX COURT  
U.S. COURT OF INTERNATIONAL TRADE  
U.S. COURT OF APPEALS  
FOR THE FEDERAL CIRCUIT

IMMIGRATION & CUSTOMS ATTORNEYS

BETTINA DIETCH  
OFFICE ADMINISTRATOR

SENIOR PARALEGAL  
BELLE AHLERING

PARALEGAL STAFF  
SUSAN E. CAIRL  
MARTINA FLORES  
LISA MILAM  
KRISTIN PEREZ  
ESTI VOLLINGER

OF COUNSEL:  
DOMINICK D. FARACI

October 28, 1996

600001995796--2  
-11/05/96--01057--005  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Attn: Division of Corporations

RE: Textronics, Inc.

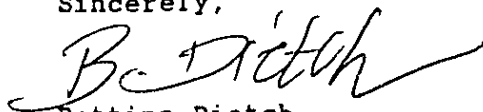
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation together with a check in the amount of \$122.50 for the above-referenced Corporations to be filed with your office.

I am also enclosing an extra copy of the Articles for you to stamp it "filed" and return to me in the enclosed self-addressed stamped envelope.

If you have any questions, please feel free to contact

Sincerely,



Bettina Dietch  
Office Administrator

/bd  
enc.

NOV 6 1996

BSB

FILED  
96 NOV -4 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

96 NOV -4 PM 4:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TEXTRONICS, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

TEXTRONICS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 4360 Northlake Blvd., Suite 205, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, and its mailing address shall be:

4360 Northlake Blvd.  
Suite 205  
Palm Beach Gardens, Fl 33410

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Martin E. Washofsky, E.A., P.A.  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Catharina Beldelli De Rezende, President  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410

Martin E. Washofsky, Director

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

#### ARTICLE IX

##### INCORPORATORS

The name and address of the person signing these Articles is:

Martin E. Washofsky, E.A., P.A.  
4360 Northlake Blvd.  
Suite 205  
Palm Beach Gardens, Florida 33410

#### ARTICLE X

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

#### ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

#### ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 24th day of October, 1996.

In the presence of:

Bettina Dietch  
Rafaela

M E W  
MARTIN E. WASHOFSKY, E.A., P.A.  
PRESIDENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Martin E. Washofsky who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged to me and before me that she executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of October, 1996.

Bettina Dietch  
Notary Public

State of Florida at Large  
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

Martin E. Washofsky, E.A., P.A.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:


First, that TEXTRONICS, INC., desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in  
the Articles of Incorporation at 4360 Northlake Blvd. Suite 205  
Palm Beach Gardens, Florida 33410, County of Palm Beach, State of  
Florida, has named:

Martin E. Washofsky, E.A., P.A., President  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
MARTIN E. WASHOFSKY, E.A., P.A.  
PRESIDENT

FILED  
JAN 4 1980  
CLERK OF DISTRICT COURT  
JAN 4 1980  
PM 4:40  
STATE OF FLORIDA

P96000091269

5/29/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:19 AM

((H97000008806 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ASTRAL BUSINESS CORP.

AUDIT NUMBER.....H97000008806

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

help F1 Option Menu F2

NUM

Connect: 00:16:13

*Amend*

JUN 4 1997



## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 29, 1997

ASTRAL BUSINESS CORP.  
1752 NE 169TH ST  
NO MIAMI BEACH, FL 33162SUBJECT: ASTRAL BUSINESS CORP.  
REF: P96000081267

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please list the period at the end of the corporate name. The date of adoption of the amendment is listed as November 17, 1997. The date of adoption must be prior to the date of filing. Since the amendment was adopted by the incorporator/director, it must be signed by the incorporator/director. Please list the title of Incorporator or Director along with President under the signature of Alfonso Tommasino.

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) 487-6908.

Steven Harris  
Corporate SpecialistFAX Aud. #: H97000008806  
Letter Number: 197A00029174RECEIVED  
97 JUN -4 PM 12:39  
DIVISION OF CORPORATIONS



H97000008806

③

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
ASTRAL BUSINESS CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
27 JUN -4 PM 1:52

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING  
ARTICLES OF INCORPORATION:

FIRST

AMENDMENT ADOPTED:

1— THE NEW PRESIDENT WILL BE:  
ALFONSO RICARDO BARTOLOTTA TOMMASINO

THE NEW SECRETARY WILL BE

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR  
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE  
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: , 15 OF MAY OF 1997.

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ  
RICARDO SANTIAGO SANCHEZ, ESQ., FLA BAR # 834285  
141 NORTHEAST 3<sup>RD</sup> AVENUE 9<sup>TH</sup> FLOOR  
MIAMI FL 33132-2221  
PHONE (305) 373-6211

H97000008806

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FORTH

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

-- THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

—THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY \_\_\_\_\_  
(Voting group)

SIGNED THIS 4 OF JUNE OF 1997

BY Alfonso Bartolotta  
DIRECTOR

Typed or printed name: ALFONSO RICARDO BARTOLOTTA TOMMASINO  
Title: president PRESIDENT

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ  
RICARDO SANTIAGO SANCHEZ, ESQ., FLA.BAR # 835283  
141 NORTH EAST 3<sup>RD</sup> AVENUE 7<sup>TH</sup> FLOOR  
MIAMI, FLORIDA 33132-2221  
TELEPHONE: (305) 373-6211

H97000008806

P96000091269

Palm Beach, Sept 15th 1997.

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

100002297451--2  
-09/18/97--01107--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sirs,


Enclosed you will find the original "articles of dissolution" of Textronics Corp. to be filed with your department, as well as check no. 1486 in the amount of US\$ 87.50 corresponding to the total payment of the filing fee and one certified copy.

Please mail the certified copy to :

c/o Joyce F. Maison  
139 N. County Road, Suite 20C  
Palm Beach, FL 33480

Thank you,

Sincerely,

  
Joyce F. Maison

FILED  
97 SEP 18 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UPDIS  
OKC  
9/23

ARTICLES OF DISSOLUTION  
OF  
TEXTRONICS CORPORATION

TEXTRONICS CORP., a Florida Corporation (the  
"Corporation"), by its President and Secretary, in complying with Section  
607.1403, Florida Statutes, does hereby execute the following Articles of  
Dissolution :

ARTICLE I  
NAME OF CORPORATION

TEXTRONICS CORP.

ARTICLE II  
DATE DISSOLUTION WAS AUTHORIZED

The dissolution was authorized by the written consent of the sole  
shareholder of the Corporation on September 9th, 1997.

ARTICLE III  
VOTING

The number of shareholder votes cast for dissolution was sufficient for  
approval of the action.

IN WITNESS WHEREOF, the undersigned President and Secretary of  
the Corporation has executed these Articles of Dissolution this 9th day of  
September, 1997.

TEXTRONICS CORP.,  
a Florida Corporation

By :

J. Maison  
Joyce F. Maison, President

FILED  
91 SEP 18 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA