

P97000011877

/05/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

0:40 AM

((H97000002106 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HOLLAND & KNIGHT
CONTACT: KATHY S HEBERER
PHONE: (407)425-8500

ACCT#: 075350000340

FAX #: (407)244-5288

NAME: SIMLOGIC CORPORATION

AUDIT NUMBER.....H97000002106

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4 *plus name reservation*

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

as reference = 5 pages

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>:

Alt-A menu, Alt-H help || CSERVICE24 || Capture Off

|| Prn Off || 0:03:20

FILED
97 FEB -5 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

HOLLAND & KNIGHT

ORLANDO,

SUBJECT: SIMLOGIC CORPORATION
REF: W97000002879

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 document is illegible and not acceptable for microfilming.

THE PREPARER INFORMATION WAS ALSO NOT LEGIBLE.

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) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H97000002106
Letter Number: 297A00006060



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

KATHY S. HEBERER
HOLLAND & KNIGHT
P. O. BOX 1526
ORLANDO, FL 32802

*feji, using Simhagic Corporation.
instead of Simhagic, Inc.*

The name SIMLOGIC, INC. has been reserved for 120 days beginning January 23, 1997. The reservation number is R97000000315 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 097A00003290

H97000002106

**ARTICLES OF INCORPORATION
OF
SIMLOGIC CORPORATION**

FILED

97 FEB -5 PM 6:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of SimLogic Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

SimLogic Corporation

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 100 Alexandria Blvd., Suite 11, Oviedo, Florida 32765.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

This instrument prepared by:
Thomas M. McAlavey Florida Bar No. 0009067
Holland & Knight Post Office Box 1626
Orlando, Florida 32802 407 / 426-8800

H97000002106

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Stan Duffendack, 100 Alexandria Blvd., Suite 11, Oviedo, Florida 32765.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Stan Duffendack	100 Alexandria Blvd., Suite 11 Oviedo, Florida 32765
Gary L. Martin	100 Alexandria Blvd., Suite 11 Oviedo, Florida 32765

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Tom McAlevey	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not

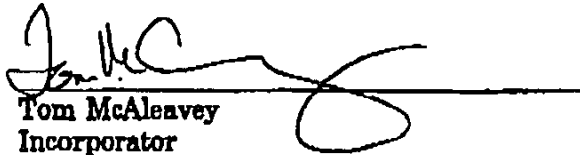
H97000002106

amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of February, 1997


Tom McLeavey
Incorporator

H97000002106

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That SimLogic Corporation, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 100 Alexandria Blvd., Suite 11, Oviedo, Florida 32765, has named Stan Duffendack, located at 100 Alexandria Blvd., Suite 11, Oviedo, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

DATED: February 5, 1997


Stan Duffendack, Registered Agent

ORL-181184.2/949

FILED
97 FEB -5 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000002106