

CARTER, CARLILE  
NEALE & FRIEDMAN

P97000/18347

February 18, 1997

Corporate Records Bureau  
Div. of Corporations - Dept. of State  
P. O. Box 6327  
Tallahassee, FL 32301

RE: HPE Automation, Inc.

Dear Sir:

Enclosed please find the original Articles of the above proposed corporation together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

500002095115--3  
-02/24/97--01029--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Thank you for your assistance in this matter.

Sincerely yours,

JOHN E. CARTER  
JEC/jab  
Enc.

FILED  
97 FEB 24 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1200 N. Federal Highway, Suite 312  
Boca Raton, FL 33432  
Boca: 561-368-9900 Broward: 954-427-0933  
Facsimile: 561-368-0293

FILED  
97 FEB 24 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HPE AUTOMATION, INC.

ARTICLE I

NAME:

The name of this corporation is: HPE AUTOMATION, INC.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: 1020 N.W.  
6th St., Building E, Deerfield Beach, FL 33442.

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful  
business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 100 shares of Common  
Stock at the par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this  
corporation is: 1200 N. Federal Highway, Suite 312, Boca Raton,  
FL., 33432

The name of the initial registered agent of this corporation

at that address is: JOHN E. CARTER

#### ARTICLE VI

##### INCORPORATOR:

The name and address of the person signing these Articles is:  
JOHN E. CARTER, 1200 N. Federal Highway, Suite 312, Boca Raton, FL.  
33432

#### ARTICLE VII

##### INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

#### ARTICLE VIII

##### AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

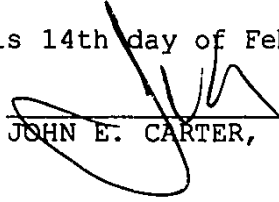
#### ARTICLE IX

##### CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way

connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 14th day of February, 1997

  
JOHN E. CARTER, Incorporator

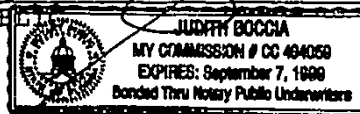
STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of February, 1997, by JOHN E. CARTER who is personally known to me

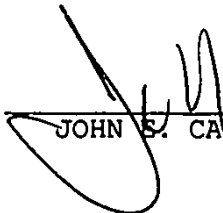
  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: HPE AUTOMATION, INC., and my address for that purpose is: 1200 N. Federal Highway, Suite 312, Boca Raton, FL. 33432.

  
JOHN E. CARTER

**FILED**  
97 FEB 24 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA