

05/05/97 MON 15:34 FAX 561 655-5677

GUNSTER YOAKLEY VALDES F

001

P97000039936

5/02/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:21 AM

((H97000007258 1)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
ACCT#: 076117000420
CONTACT: Betsy Casto (Mary Blackford Cherry)
PHONE: (561)650-0729 FAX #: (561)655-5677

NAME: ACTIVE ELECTRONIC HOLDING CORPORATION

AUDIT NUMBER.....H97000007258

EFFECTIVE DATE
5-2-97

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

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

FILED
97 MAY -5 AM 7:59
TALLAHASSEE, FLORIDA

4/10/97

EFFECTIVE DATE

5-2-97

H97000007258

**ARTICLES OF INCORPORATION
OF
ACTIVE ELECTRONIC HOLDING CORPORATION**

Article I

Name

The name of the corporation is Active Electronic Holding Corporation.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

Article IV

Address

The principal place of business and the mailing address of this corporation shall be:

931 Village Boulevard, #905-392
West Palm Beach, Florida 33409

David G. Bates, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500, East Tower
West Palm Beach, Florida 33401
Florida Bar No. 0935451
(561)655-1980

H97000007258

FILED
97 MAY -5 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000007258

Article V

Capital Stock

The corporation is authorized to issue Five Thousand (5,000) shares of one cent (\$.01) par value per share Common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500, East Tower, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

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

David G. Bates, Esq.

777 South Flagler Drive, Suites 500 - East Tower
West Palm Beach, Florida 33401

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and

H97000007258

H97000007258

(2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The 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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

H97000007258

H97000007258

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be May 2, 1997.

DATED: May 2, 1997

David G. Bates.
David G. Bates, Esq.

H97000007258

H97000007258

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Active Electronic Holding Corporation, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:
VALDES-FAULI CORPORATE SERVICES, INC.

By: Michael V. Mitrione
Michael V. Mitrione, Vice President

FILED
97 MAY -5 AM 7:59
TALLAHASSEE, FLORIDA

H97000007258