

P97000048054

LEWIS RINDER, P. A.

ATTORNEY AT LAW
1060 S.W. Martin Downs Boulevard
Post Office Box 616
Palm City, Florida 34991
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FILED
CLERK OF COURT
P.O. BOX 1000
TALLAHASSEE, FL 32304

97 JUN -2 AM 8:20

May 27, 1997

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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-05/13/97--01104--004
***122.50 ***122.50

RE: Articles of Incorporation
TOMCAT, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and resident agent designation for TOMCAT, INC. Please file this document and return the Certificate of Incorporation and a certified copy of the Articles to me at the above address.

Also enclosed is the sum of \$122.50 to cover your fees in this matter.

If for any reason, the chosen name is unavailable at this time, we would appreciate it if you would change the name of this corporation to (in order of preference:

"SCAT, INC."

"SABA, INC."

Your assistance in this matter is greatly appreciated.

Very truly yours,



LEWIS RINDER

LR/cjr
Enclosures

RP
6-2-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

LEWIS RINDER, ESQ.
PO BOX 616
PALM CITY, FL 34991

SUBJECT: TOMCAT, INC.
Ref. Number: W97000011492

We have received your document for TOMCAT, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

The entity name SABA INC. is not available since it is the same as 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 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 197A00026518

FILED
SECRETARY OF STATE
DEPARTMENT OF REVENUE

97 JUN -2 AM 8:20

ARTICLES OF INCORPORATION

OF

IMHOF-HERR, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE - NAME

The name of this corporation shall be **IMHOF-HERR, INC.**

ARTICLE TWO - DURATION

The term of existence of this corporation shall be perpetual and shall commence on the date the Articles of Incorporation are filed with the Department of State.

ARTICLE THREE - PURPOSE

The general purpose for which this corporation is organized is to engage in or transact any and all lawfull business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is **Two Hundred (200)**, all of which shall be common shares with a par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE FIVE - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1060 S.W. Martin Downs Boulevard, Palm City, Florida 34990**. The initial registered agent at such address is **LEWIS RINDER**.

ARTICLE SIX - PRINCIPAL OFFICE

The street address of the initial principal office and

the mailing address of this corporation is 4 Overlook Drive, Canton, Connecticut 06019.

ARTICLE SEVEN - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is two. The number of directors may be either increased or decreased in the manner provided in the Bylaws, but shall never be less than one.

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
BARRY R. HERR	4 Overlook Drive Canton, Connecticut 06019
RUTH IMHOF	4 Overlook Drive Canton, Connecticut 06019

ARTICLE EIGHT - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, however Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically prescribe in such bylaw that it shall not be altered, amended or repealed by the Board of Directors.

ARTICLE NINE - SHARE TRANSFER RESTRICTIONS

No shareholder of this corporation shall have the right to sell, transfer, assign, pledge, hypothecate, encumber, alienate or otherwise dispose of any shares of stock in this corporation, whether voluntarily, involuntarily or by operation of law, without first offering such shares for sale to the corporation and the corporation's other shareholders. Such offer for sale shall be in writing signed by the offeror; shall specify the number of shares offered for sale; shall be delivered in person or by certified mail, return receipt requested, to the corporation and each of its non-offeror shareholders; and, shall specify the price at which such shares are offered for sale. The price at which such shares shall be offered for sale shall be (a) the price as specified in an agreement between the corporation and/or its shareholders, or, if no such agreement exists, (b) the price specified in a then current bona fide offer to purchase (a copy of which must be attached to the offer for sale), or, if there is no current bona fide offer to purchase, (c) the market value of such shares (based on the market value of the corporation's business activities) as of the last day of the month immediately prior to the date of the

offer for sale. The corporation shall have a period of thirty (30) days after receipt of such written offer for sale to accept the offer and make satisfactory arrangements for the purchase of such shares. If the corporation is unable or unwilling to accept such offer as to all of the offered shares within the time specified, then the corporation's non-offeror shareholders shall have an additional period of thirty (30) days in which to accept the offer and make satisfactory arrangements for the purchase of such shares not purchased by the corporation. Each non-offeror shareholder accepting such offer shall be entitled, but not required, to purchase a portion of the shares not purchased by the corporation in the proportion which the number of shares then owned by him bears to the total number of shares owned by all accepting shareholders. If the corporation and/or its non-offeror shareholders desire to purchase any of the offered shares, then they shall be required to purchase all of the shares offered for sale, unless otherwise specifically agreed to by the offeror shareholder or unless the total number of shares offered for sale are less than the total number of the corporation's shares then owned by the offeror shareholder. If, within the time specified, neither the corporation nor its non-offeror shareholders have accepted the offer for sale as to all of the shares offered, then the offeror shareholder shall have the right, for a period of sixty (60) days after the expiration of the aforesaid two thirty (30) day periods, to sell or transfer any of the offered shares not purchased by the corporation or its non-offeror shareholders to any other purchaser or transferee, however, such sale or transfer shall not be at a price lower than or on terms more favorable to the purchaser or transferee than those offered to the corporation and its non-offeror shareholders.

In the event of the death of any shareholder of this corporation, all of the shares of stock in this corporation owned by such deceased shareholder shall be offered for sale to the corporation and its other shareholders in accordance with the procedure set forth in the foregoing paragraph. The required offer for sale shall be made by the deceased shareholder's personal representative, executor, administrator or other appropriate fiduciary, or heirs (as may be appropriate under the particular circumstances) and such offer shall be made within sixty (60) days after the date of death of the deceased shareholder. If the corporation and/or its non-offeror shareholders desire to purchase any of the offered shares, then they shall be required to purchase all of the shares offered for sale, unless otherwise specifically agreed to by the offeror fiduciary/heir or unless the total number of shares offered for sale are less than the total number of the corporation's shares then owned by the offeror shareholder. Any shares of the deceased shareholder offered for sale and not sold or transferred to the corporation, its other shareholders, or outside buyers or transferees in accordance with the provisions of the foregoing paragraph, may then be distributed in accordance with the orders of the Court supervising the administration of the deceased shareholder's estate. This paragraph shall not operate to prevent

the transfer by operation of law to surviving owners of shares held jointly with the right of survivorship or in a tenancy by the entirety with the deceased shareholder, nor shall it operate to prevent the transfer to any heir or beneficiary who is then already a shareholder of this corporation.

In the event that any shares of stock in this corporation are transferred by operation of law or by involuntary transfer, including but not limited to judicial sales, creditor's sales, foreclosures and transfers to trustees in bankruptcy, but not including transfers to joint owners of shares owned jointly with the right of survivorship or in a tenancy by the entirety with a deceased shareholder and transfers to any transferee who is then already a shareholder of this corporation, then all of such shares shall be offered for sale to the corporation and its other shareholders in accordance with the procedure set forth in the first paragraph of this Article, except the sale price shall be the lower of a) the amount actually paid or payable (if such transfer involves a sale) for such shares by the transferee, or b) the amount specified in the first paragraph of this Article. The required offer for sale shall be made by the transferee in any such transfer and shall be made within thirty (30) days after the date of the subject transfer. If the corporation and/or its non-offeror shareholders desire to purchase any of the offered shares, then they shall be required to purchase all of the shares offered for sale, unless otherwise specifically agreed to by the offeror transferee or unless the total number of shares offered for sale are less than the total number of the corporation's shares then owned by the offeror shareholder. Any of the shares received by the transferee as a result of the subject transfer and offered for sale and not sold or transferred to the corporation or its other shareholders in accordance with the procedure set forth above, may be retained by the transferee.

Any attempted or purported disposition of any shares of stock in this corporation in violation of the terms of this Article shall be void and ineffectual and shall not operate to transfer any interest or title to the subject shares or right to participate in the activities of the corporation to the purported transferee.

Each certificate representing shares of stock in this corporation shall have printed thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

Nothing contained in this Article shall prevent the corporation and/or its shareholders from adopting additional or stricter restrictions on the sale or transfer of the corporation's

shares either by bylaws or by separate agreement between the corporation and/or its shareholders.

ARTICLE TEN - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to full preemptive rights to acquire, purchase, subscribe for, or receive a right or rights to acquire, purchase or subscribe for, his or her proportional part of any unissued or treasury shares of this corporation, or securities or obligations of this corporation convertible into or carrying a right to subscribe for or acquire such shares, which may be issued at any time by this corporation.

ARTICLE ELEVEN - INCORPORATOR

The names and addresses of the Incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BARRY R. HERR	4 Overlook Drive Canton, Connecticut 06019
RUTH IMHOF	4 Overlook Drive Canton, Connecticut 06019

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Incorporation this 12th day of May, 1997.

BARRY R. HERR
BARRY R. HERR

RUTH IMHOF
RUTH IMHOF

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing Articles of Incorporation were acknowledged before me without oath this 12th day of May, 1997, by BARRY R. HERR and RUTH IMHOF, identified by driver license and passport, respectively.

LEWIS RINDER, Notary Public
My Commission Expires:



LEWIS RINDER
MY COMMISSION # CC385216 EXPIRES
June 20, 1998
BONDED THRU TITUS FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -2 AM 8:20

ACCEPTANCE - REGISTERED AGENT

The undersigned, who has been named as Registered agent of the above corporation in Article Five of the foregoing Articles of Incorporation does hereby accept said appointment.

Dated this 12th day of May, 1997.



LEWIS RINDER
Registered Agent