

P97000050447

Halbert C. Smith, DBA, MA, CRE

Real Estate Counseling

1650 NW 22nd Circle
Gainesville, Florida 32605
904-373-7411
New Area Code: 352
Fax: (352) 373-2804
E-mail: Hsmith@dalecbauffledu

May 25, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

600002192846--4
-05/28/97--01029--004
*****70.00 *****70.00

SUBJECT: Faro International, Inc.

Ladies or Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation of the above-mentioned corporation and a check for \$70.00 for the filing fee.

The name, address, and phone number of the incorporator are listed below:

Halbert C. Smith
1650 NW 22nd Circle
Gainesville, Florida 32605

Daytime Phone No.: (352) 373-7411

FILED
97 JUN -6 PM 3:30
SEC. OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Halbert C. Smith

Halbert C. Smith

HCS:jd

Dmc 5/30/97

~~508~~

~~1097-12722~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

HALBERT C. SMITH, DBA, MAI, CRE
1650 NW 22ND CIRCLE
GAINESVILLE, FL 32605

SUBJECT: FARO INTERNATIONAL, INC.
Ref. Number: W97000012722

We have received your document for FARO INTERNATIONAL, INC. and your check(s) totaling \$70.00. 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.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 897A00029451

Halbert C. Smith, DBA, MAI, CRE

Real Estate Counseling

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Gainesville, Florida 32605
904-373-7411
New Area Code: 352
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E-mail: Hsmith@dale.cba.ufl.edu

June 4, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

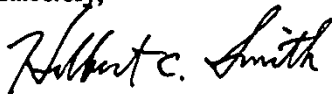
SUBJECT: Faro Associates International, Inc.

Ladies or Gentlemen:

I am resubmitting two copies of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-named corporation. Also enclosed is a copy of your letter to me and the listing of the corporation having a similar name to the one I originally submitted. I have already paid the \$70.00 in fees, as noted in your letter.

Thank you for your assistance in this matter.

Sincerely,



Halbert C. Smith

Enclosures

ARTICLES OF INCORPORATION

FILED

97 JUN -6 PM 3: 30

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Faro Associates International, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1650 NW 22nd Circle
Gainesville, Florida 32605

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is 100,000, with a par value of one cent (\$.01) per share. The stock shall be of a single common class.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent are:

Halbert C. Smith
1650 NW 22nd Circle
Gainesville, Florida 32605

ARTICLE V INCORPORATOR

The name and address of the incorporator are:

Halbert C. Smith
1650 NW 22nd Circle
Gainesville, Florida 32605

ARTICLE VI GOVERNING BOARD

The governing board of the corporation shall be known as the Board of Directors. The initial number of Directors shall be three (3), but this number may be increased or

decreased in the manner provided by the bylaws of the Corporation. The following persons shall serve as directors until the first annual meeting or until their successors are duly chosen and qualified:

NAME	ADDRESS
Halbert C. Smith	1650 NW 22 nd Circle Gainesville, Florida 32605
Ruth A. Smith	1650 NW 22 nd Circle Gainesville, Florida 32605
Ezio Bruna	75 Via C. Botta 10081 Castellamonte (To) Italy

ARTICLE VII PURPOSE

The corporation is formed to carry on any lawful business whatsoever and to engage in such activities for which corporations may be organized under the Act.

ARTICLE VIII POWERS

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

- a. The Board of Directors is empowered to authorize the issuance from time to time of shares of the corporation's stock or any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class or classes whether now or hereafter authorized.
- b. The corporation reserves the right from time to time to make any amendment to its Article of Incorporation, now or hereafter, authorized by law.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify each officer, director, and employee to the fullest extent permitted by the Act. No director, officer, or employee of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, officer, or employee except to the extent the exculpation from liability is not permitted under the Act as in effect at the time such liability is determined. No amendment or repeal of this paragraph (IX) shall apply to or have any effect on the liability or alleged liability of any director, officer, or employee of the corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned incorporator of Faro Associates International, Inc., who executed the foregoing Articles of Incorporation, hereby acknowledges that, to the best of his knowledge, the matters and facts set forth therein are true in all material respects.

DATED THIS 4th day of June, 1997.



Halbert C. Smith

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 JUN -6 PM 3:30

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Faro Associates International, Inc
2. The name and address of the registered agent and office is:

Halbert C. Smith
(NAME)

1650. NW 22nd Circle
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Gainesville, Florida 32605
(CITY/STATE/ZIP)

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

Halbert C. Smith
(SIGNATURE)

June 4, 1997
(DATE)