

Document Number Only

P97000062586

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002241858--8

-07/18/97-01084-030

*****70.00 *****70.00

SEMS Acquisition Corp.

Profit - Arts. E. M. L. M. date

☐ NonProfit

7-18-97

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

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DIVISION OF CORPORATE AFFAIRS

**ARTICLES OF INCORPORATION
OF
SEMS ACQUISITION CORP.**

ARTICLE I.

Name

The name of the Corporation is SEMS ACQUISITION CORP.

ARTICLE II.

Duration

The period of the duration of the Corporation is perpetual.

ARTICLE III.

Purpose

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV.

Capital Stock

1. **Common Stock.** The Corporation shall have authority to issue one class of stock, and the total number of shares authorized shall be Five Thousand (5,000) shares of common stock, par value \$.01 per share ("Common Stock").

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CLERK OF DISTRICT COURT
JUL 18 1997

2. **Preemptive Rights Denied.** No shareholder shall have any preemptive right to acquire any additional unissued or treasury shares of the Corporation of any class now or hereafter authorized or held.

3. **Cumulative Voting Denied.** Shareholders of the Corporation shall not have the right to cumulate their votes at any election of directors. At each such election of directors, each shareholder shall be entitled to vote in person or by proxy the number of shares owned by him in the election of each director for whose election he has a right to vote.

ARTICLE V.

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of the initial registered agent of the Corporation at such address is C T Corporation System.

ARTICLE VI.

Initial Principal Office

The initial principal office of the Corporation is c/o C T Corporation, 1200 South Pine Island Road, City of Plantation, Florida 33324.

ARTICLE VII.

Initial Board of Directors

The number of directors shall from time to time be fixed by the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors is two (2). Directors need not be residents of the State of Florida or shareholders of the Corporation. The name and address of the persons elected to serve as the initial directors until the first annual meeting of the shareholders, or until their successors shall have been duly elected, unless they shall sooner die, resign or be removed, in accordance with the Bylaws of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
J. Patrick Millinor, Jr.	1800 West Loop South, Suite 1375 Houston, Texas 77027
Chester J. Jachimiec	1800 West Loop South, Suite 1375 Houston, Texas 77027

ARTICLE VIII.

Limitation of Director Liability

To the greatest extent permitted by applicable law in effect from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director.

ARTICLE IX.

Indemnification

The Corporation shall be entitled to indemnify its current or former directors, officers, employees and agents or any person who served or is serving at the request of the Corporation as a

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise from and against any and all expenses, liabilities or other matters to the fullest extent permitted by the FBCA. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any bylaws, agreements, vote of shareholders or disinterested directors, or otherwise, both as to actions taken in their official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation shall have the power to enter into agreements providing for indemnification by the Corporation of current or former officers, directors, general partners, employees and agents or any other person of or who served any predecessor corporation, partnership, joint venture, trust or other enterprise from and against any and all expenses, liabilities or other matters.

ARTICLE X.

Incorporator

The name and address of the incorporator of the Corporation is as follows:

Name

Frank S. Wu

Address

1200 Smith Street, Suite 1400
Houston, Texas 77002


The undersigned, being the incorporator designated herein, executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 11th day of July, 1997.

INCORPORATOR:

Frank S. Wu
Frank S. Wu

Acceptance by the registered agent as required in Section 607.0501(3) of the FBCA: C T Corporation System is familiar with and accepts the obligation provided for in Section 607.0505.

C T CORPORATION SYSTEM

By: 
Name: E.A. Wallace
Title: Assistant Secretary
Date: 07/17/97

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SECRETARY OF STATE
TALLAHASSEE FLORIDA