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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 473282 10264A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : July 24, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 473282-005

CUSTOMER NO: 10264A

CUSTOMER: John Fenniman, Esq
JOHN FENNIMAN, CHARTERED

735 Colorado Avenue

Stuart, FL 34994

FILED
97 JUL 24 AM 11:18
TALLAHASSEE, FLORIDA

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-07/24/97--01004--028
****131.25 ****131.25

DOMESTIC FILING

NAME: STUART ELECTRONICS, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
X CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL 24 AM 10:12
DIVISION OF CORPORATION

SN JUL 24 1997

6

JOHN FENNIMAN, CHARTERED

ATTORNEYS AT LAW
735 COLORADO AVENUE
P. O. BOX 2473

STUART, FLORIDA 34995

JOHN FENNIMAN

TELEPHONE
407-287-4300

July 23, 1997

State of Florida
Secretary of State
The Capitol
Tallahassee, Florida 32301

VIA HAND DELIVERY

RE: Corporate filings

Gentlemen:

Enclosed for filing are the Articles of Incorporation of Stuart Electronics, Inc., together with a duplicate counterpart which we request that you certify and return together with a Certificate of Status of the newly formed corporation. Our firm's check payable to the Secretary of State in the amount of \$131.25 is enclosed for fees as follows:

Filing Fees w/Certified Copy	122.50
Certificate of Status	<u>8.75</u>
Total	<u>\$131.25</u>

Please deliver the certified copy of the Articles, together with the Certificate of Status to an agent of Corporation Information Services for return to our office.

Should you have any questions or need additional information, please contact the undersigned or Janice Fenniman at (561) 287-4300.

Sincerely,


John Fenniman

JF/jmf

Enclosures

0005:A:\6072.5

ARTICLES OF INCORPORATION

OF

STUART ELECTRONICS, INC.

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **STUART ELECTRONICS, INC.**

ARTICLE II - DURATION

The period of the Corporation is perpetual.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are:

1. To engage in any activity or business permitted under the laws of the United States or the State of Florida.
2. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and for the purpose of transacting any or all lawful business. The Corporation shall have all the enumerated powers set forth in the Florida Business Corporation Act and other powers that are not forbidden by the Florida corporation laws or by other law or by these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with no par value.
2. Initial Issue. 1,000 shares of the Capital Stock of the corporation shall be issued for a nominal cash value of \$0.01 per share.

3. Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have ben issued shall be the stated capital of the corporation at any particular time.

4. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when as and if declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

5. No classes of stock. The shares of the corporation are not to be divided into classes.

6. No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 949 SW Abingdon Avenue, Port St. Lucie, Florida 34953, and the name of the initial registered agent at such address is Charles T. McKenna, Jr.

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows:

Charles T. McKenna, Jr.
949 SW Abingdon Avenue
Port St. Lucie, Florida 34953

ARTICLE VIII - INCORPORATORS

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

Charles T. McKenna, Jr.
949 SW Abingdon Avenue
Port St. Lucie, Florida 34953

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of three-fourths (3/4) of the shares of the corporation shall be required for any shareholder action.

ARTICLE X - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

ARTICLE XII - PRINCIPAL OFFICE

The address of the principal office of 949 SW Abingdon Avenue, Port St. Lucie, Florida 34953.

IN WITNESS WHEREOF, THE UNDERSIGNED has executed these Articles of Incorporation on this 23 day of July, 1997.

Charles T. McKenna JR
CHARLES T. McKENNA, JR.

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were sworn to before me by CHARLES T. McKENNA, JR., Incorporator of STUART ELECTRONICS, INC., this 25 day of July, 1997.



John H. Fenniman
MY COMMISSION # 07348064 EXPIRES
February 20, 1998
BONDED THIRD TROY FARM INSURANCE, INC.

John H. Fenniman
Notary Public
My Commission Number is:
My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept service of process for this Corporation at the office designated in the foregoing Articles of Incorporation, 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 obligation of my position as Registered Agent.

Charles T. McKenna Jr
CHARLES T. McKENNA, JR.

Date: July 23, 1997.

FILED
97 JUL 24 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA