

P97000074926

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Physical Systems Europe, Inc.  
(Proposed corporate name - must include suffix)

700002281617--0  
-08/29/97--01110--012  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one <sup>2</sup>/<sub>1</sub> copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rolf Bertram  
Name (Printed or typed)

4301 32nd Street West, Suite E0  
Address

Bradenton, Florida 34205-2700  
City, State & Zip

(941) 758-6611  
Daytime Telephone number

FILED  
97 AUG 27 PM 2:01  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*Please FedEx the documents and check  
to 1973-8618-5.*

*Greetings*

NOTE: Please provide the original and one copy of the articles.

*Rolf Bertram*  
*8/29/97*

ARTICLES OF INCORPORATION  
OF  
PHYSICAL SYSTEMS EUROPE, INC.

FILED  
97 AUG 27 PM 2:01  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Physical Systems Europe, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PHYSICAL SYSTEMS EUROPE, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

4301 32nd Street West, Suite E-0  
Bradenton, Florida 34205-2700

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of the Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4301 32nd Street West, Suite E0, Bradenton, Florida 34205-2700, and the name of the corporations's initial registered agent at that address is PHYSICAL SYSTEMS, INC..

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

**Name**

**Address**

Rolf Bertram

4301 32nd Street West, Suite E0  
Bradenton, Florida 34205-2700

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

**Name**

**Address**

Rolf Bertram

4301 32nd Street West, Suite E0  
Bradenton, Florida 34205-2700

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 22nd day of August, 1997.

  
\_\_\_\_\_  
Rolf Bertram

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Physical Systems Europe, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 4301 32nd Street West, Suite E0, Bradenton, Florida 34205-2700, has named Physical Systems, Inc. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

PHYSICAL SYSTEMS, INC.

By: Rolf Bertram

Its President: Rolf Bertram

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE