

P.97000092372



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 578658 4371937

AUTHORIZATION

*Patricia Pizzit*

COST LIMIT : \$ 183.75

ORDER DATE : October 27, 1997

ORDER TIME : 9:17 AM

800002330218--7

ORDER NO. : 578658-005

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst  
TRIVEST, INC.

2665 S. Bayshore Drive  
Suite #800  
Miami, FL 33133

FILED  
97 OCT 27 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HARTWELL INDUSTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 OCT 27 PM 12:21  
DIVISION OF CORPORATION

W97-24398

SN 10/27/97 5



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 27, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: HARTWELL INDUSTRIES, INC.  
Ref. Number: W97000024398

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for HARTWELL INDUSTRIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 097A00052159

(Need 2 Certified Copies +  
1 Good Standing)

Attached is new CSC work letter  
new fees for \$183.75

97 OCT 28 AM 10:41  
DIVISION OF CORPORATIONS

RECEIVED

ARTICLES OF INCORPORATION  
OF  
HARTWELL INDUSTRIES, INC.

FILED  
97 OCT 27 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is HARTWELL INDUSTRIES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

(A) Authorized Shares. The total number of shares of all classes which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") of the par value of \$.01 per share. Such shares of Common Stock are sometimes hereinafter referred to as the "capital stock."

(B) Voting Privileges.

(1) General. Each holder of Common Stock shall have one vote on all matters submitted to the shareholders for each share of Common Stock standing in the name of such holder on the books of this Corporation and each holder of a fraction of a share of Common Stock shall have a corresponding fractional vote on all matters submitted to a vote of the shareholders for each fraction of a share of Common Stock standing in the name of such holder on the books of this Corporation. Except as otherwise required by law, the shares of Common Stock of this Corporation entitled to vote shall vote as a single class on all matters submitted to the holders of such Common Stock.

(2) No Cumulative Voting. No shareholder of this Corporation shall have any cumulative voting rights.

(C) Dividends. Each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common Stock then outstanding, regardless of class, when, if and as such dividends are declared paid.

(D) Subdivisions or Combinations. If this Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of any other classes of Common Stock will be proportionately subdivided or combined.

(E) **Liquidation Rights.** After payment or provision for payment of the debts and other liabilities of this Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of this Corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of this Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

#### **ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than fifty percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### **ARTICLE V**

The street address of the Corporation's registered office in the State of Florida is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133, and the name of its registered agent at such office is Peter W. Klein.

#### **ARTICLE VI**

The name of the Incorporator is Marilyn D. Kuffner and the address of the Incorporator is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

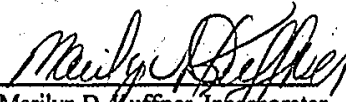
#### **ARTICLE VII**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

#### **ARTICLE VIII**


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of October, 1997.

  
Marilyn D. Kuffner, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Hartwell Industries, Inc., hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes § 607.0505.

  
Peter W. Klein

Dated: October 24, 1997

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97 OCT 27 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA