

P970000 92822

LOBRANO & KINCAID, P.A.

ATTORNEYS AND COUNSELLORS  
ONE INDEPENDENT DRIVE — SUITE 1650  
JACKSONVILLE, FLORIDA 32202

STEPHEN D. LOBRANO  
HARRY G. KINCAID  
HOPE ADAMS ISELEY  
WYCKE HAMPTON\*

October 20, 1997

TELEPHONE (904) 359-2100  
FACSIMILE (904) 353-1332

\*ALSO ADMITTED IN  
STATE OF GEORGIA

VIA U.S. MAIL

Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

6  
800002330058--7  
-10/27/97--01060--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Automatic Control Systems, Inc.

Dear Madam or Sir:

Enclosed for purposes of filing with the Division of Corporations, please find the following items:

1. Original Articles of Incorporation of Automatic Control Systems, Inc.
2. Our firm's check in the amount of \$122.50 in payment of the filing fees.

Please file the enclosed Articles and thereafter return a certified copy to me at your earliest convenience. Please call me immediately if you have any questions.

Sincerely,



Wycke Hampton

WH/wh  
Enclosures

FILED  
97 OCT 27 PM 2:02  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

OCT 29 1997

**ARTICLES OF INCORPORATION  
OF  
AUTOMATIC CONTROL SYSTEMS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the Laws of Florida, adopts the following Articles of Incorporation:

**Article I**

**Name**

**Section 1.1. Name.** The name of the corporation is **AUTOMATIC CONTROL SYSTEMS, INC.**

**Article II**

**Duration**

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed with the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**

**Purposes**

**Section 3.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

FILED  
97 OCT 27 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Article IV**

### **Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**Section 4.2. Approval of Shareholders Required for Merger.** The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

## **Article V**

### **Principal Office and Initial Registered Office and Agent**

**Section 5.1. Name and Address.** The street address of the principal office of this corporation and the initial registered office of this corporation is 360 Tidewater Drive, Jacksonville, Florida 32211 and the name of the initial registered agent of this corporation at that address is James E. Harvey.

## **Article VI**

### **Directors**

**Section 6.1. Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**Section 6.2. Initial Directors.** The names and the street addresses of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Mary Bennett Harvey	360 Tidewater Drive Jacksonville, Florida 32211
James E. Harvey	360 Tidewater Drive Jacksonville, Florida 32211

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **Article VII**

### **Bylaws**

**Section 7.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII**

**Incorporator**

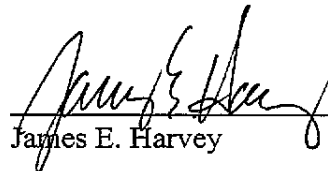
**Section 8.1. Name and Address.** The name and street address of the incorporator of this corporation is: James E. Harvey, 360 Tidewater Drive, Jacksonville, Florida 32211.

**Article IX**

**Amendment**

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles this 9<sup>th</sup> day of October, 1997.

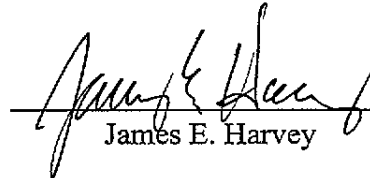
 (SEAL)  
James E. Harvey

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. SECTION 48.091, 607.034, the following is submitted.

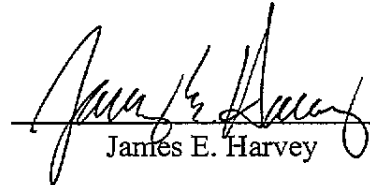
**AUTOMATIC CONTROL SYSTEMS, INC.**, desiring to organize or qualify under the laws of the State of Florida hereby designates James E. Harvey as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 360 Tidewater Drive, Jacksonville, Florida 32211.

Dated: October 9th, 1997

 (SEAL)  
James E. Harvey

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: October 9th, 1997

 (SEAL)  
James E. Harvey

FILED  
97 OCT 27 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA