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December 17, 1997

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Department of State
Division of Corporations
Old Jail
409 E. Gaines St.
Tallahassee, FL 32301

FEDERAL EXPRESS
AIRBILL NO.: 4394281231

Re: SYSTEM MANAGEMENT ACQUISITION REPAIR TEST, INC.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of SYSTEM MANAGEMENT ACQUISITION REPAIR TEST, INC., along with a check in the amount of \$122.50. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$52.50

Please process the enclosed articles as soon as possible. Please note that the incorporation is deemed effective on the date of execution of the articles. If you have any questions, please feel free to contact our office.

Sincerely yours,

GATLIN & BIRCH, P.A.



DEAN W. BIRCH, ESQUIRE

DWB/dwb

Enclosures

Copy to: Mr. Dennis P. Boyle

art-sta.ltr (10/14/96)

97 DEC 19 AM 10:40
FILED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

B8, 12/22/97

**ARTICLES OF INCORPORATION
OF
SYSTEM MANAGEMENT ACQUISITION REPAIR TEST, INC.**

FILED
97 DEC 19 AM 10:40
TALLAHASSEE, FLORIDA
CLERK OF STATE

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is SYSTEM MANAGEMENT ACQUISITION REPAIR TEST, INC.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation.

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.01 par value common stock.

ARTICLE 5 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 10741-C ENDEAVOUR WAY, LARGO, FL 33777.

ARTICLE 6 - REGISTERED OFFICE AND AGENT

That the name of the corporation's initial registered agent is DENNIS P. BOYLE, and the initial street address of the corporation's registered agent is 10741-C ENDEAVOUR WAY, LARGO, FL 33777.

ARTICLE 7 - INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

DENNIS P. BOYLE

16919 1ST AVE. E., APT. E
ST. PETERSBURG, FL 33708-1456

ARTICLE 8 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is ONE. The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than ONE. The name and address of

each person who is to serve as a member of the initial Board of Directors is:

NAME:

DENNIS P. BOYLE

ADDRESS:

16919 1ST AVE. E., APT. E
ST. PETERSBURG, FL 33708-1456

The directors shall be elected by a vote of the shareholders using the same shareholder quorum and voting as is provided for regular actions of the shareholders, and not by a plurality of the votes cast by the shareholders.

ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 11 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 12 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation,

including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

ARTICLE 13 - SHARE TRANSFER RESTRICTIONS

No shareholder (other than Dennis P. Boyle) shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of (hereinafter collectively referred to as a "Transfer") any of the shares of the corporation held or owned by any such shareholder without first offering such shares for sale to the corporation at their book value as determined by the corporation's accountant pursuant to generally accepted accounting principles. Such offer shall be in writing, shall set forth the number of shares involved in such proposed Transfer, shall set forth the person or entity to whom the shares are to be transferred, shall be signed by the shareholder who intends to so Transfer said shares (the "Transferring Shareholder"), and shall be sent by registered or certified mail to the corporation at its principal place of business. That offer shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of receipt by the corporation of that notice. If the corporation does not give the Transferring Shareholder, within that thirty (30) day period, written notice of the corporation's decision to purchase all of those shares, then the other shareholders of the corporation shall have the option, for a period of fifteen (15) days following the end of that thirty (30) day period, to purchase a proportionate number of those shares not being purchased by the corporation, based upon each shareholders percentage ownership of stock in the corporation (any shareholder may also give notice of his intention to purchase any shares not agreed to be purchased by the other shareholder(s)), which purchase may be made on the same purchase price, terms and conditions previously available to the corporation. The corporation shall be required to immediately send each shareholder a copy of any notice received by the corporation pursuant to this Article, and indicating thereon what day that notice was received by the corporation. The corporation shall also be required to send each shareholder a copy of any notice by the corporation, if any, to the Transferring Shareholder of the

corporation's decision to purchase those shares. If the corporation does not give notice within that 30-day period of its intent to purchase all of the shares being offered by a Transferring Shareholder, and the other shareholders fail to give the Transferring Shareholder written notice within the aforesaid 15-day period of their intent to purchase all of the remaining shares not purchased by the corporation, then the Transferring Shareholder shall have the right to dispose of all of his or her shares as he or she may see fit. If, however, the Transferring Shareholder fails to Transfer all of those shares within ninety (90) days after the end of the notice periods, then those shares not so transferred will again be subject to the terms and conditions of this Article. It is the intent of this paragraph that if all of the shares being offered for Transfer by the Transferring Shareholder are not purchased by the corporation and/or the other shareholders pursuant to this Article, then the Transferring Shareholder may refuse to sell any of the stock to the corporation or the other shareholders and may transfer or dispose of all of his or her shares in full as he or she may see fit.

On the death of any shareholder (other than Dennis P. Boyle), the corporation shall have the right, but not the obligation, to purchase all shares of stock in the corporation owned by such shareholder immediately prior to his or her death at the book value of such shares as determined by the accountant for the corporation based on generally accepted accounting principles, and this provision shall be binding on the beneficiaries, executor, administrator, and personal representative of each such shareholder. The beneficiaries, executor, administrator or personal representative shall be required to give the corporation written notice of the death of the shareholder, which notice shall contain the information required in the notice from the Transferring Shareholder as set forth in the preceding paragraph. The corporation shall have a period of thirty (30) days in which to give the beneficiary, executor, administrator or personal representative written notice of the corporation's desire to purchase all of such shares of stock, which thirty (30) day period shall not begin until the corporation's receipt of that notice. If the corporation should fail or refuse to give notice within that thirty (30) day period of the corporation's desire to purchase all of

the deceased shareholder's shares, then the beneficiaries, executor, administrator or personal representative of the deceased shareholder shall have the right to dispose of those shares as he or she may see fit.

The restrictions on a shareholder's right to Transfer shares of stock in the corporation shall not apply to a Transfer of the shares to the corporation, or any other person or entity if prior written approval is obtained from the corporation and each shareholder of the corporation.

In no event, however, shall any shareholder of the corporation be entitled to Transfer, devise or bequeath any interest whatsoever in any shares of stock in the corporation to: (1) any person or entity who is not eligible to qualify as a shareholder in a Subchapter "S" corporation if the corporation is a Subchapter "S" corporation at the time of the Transfer; or (2) any person or entity which may cause the corporation or its shareholders to incur any state or federal tax penalty or personal holding company tax.

Any attempt to Transfer, or distribute to any heirs or beneficiaries of a shareholder, any shares of stock in the corporation not in accordance with this Article shall be null and void and any such person or entity receiving any interest in any such shares of stock shall not be entitled to transfer or registration of that interest on the books of the corporation.

The purchase price payable by the corporation and/or the other shareholders for the Transferring Shareholder's stock shall be payable in cash at a closing to be scheduled at a mutually convenient time for all parties thereto, but said closing shall not be held any later than forty-five (45) days after the date on which the last notice of intent to purchase such stock is mailed by the corporation or any shareholder to the Transferring Shareholder, or in the case of a deceased shareholder to such shareholder's beneficiaries, executor, administrator or personal representative. If the closing of any purchase of any shares of stock by the corporation and/or the other shareholders does not occur within forty-five (45) days after the date on which the last notice of intent to purchase such stock is mailed by the corporation or any shareholder to the Transferring Shareholder, or in the case of a deceased shareholder to such

shareholder's beneficiaries, executor, administrator or personal representative, then the Transferring Shareholder, or in the case of a deceased shareholder the beneficiaries, executor, administrator or personal representative of such shareholder, shall have the right to dispose of all of those shares of stock as he or she may see fit.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principle office of the corporation."

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 17 day of December, 1997.

Dennis P. Boyle
INCORPORATOR - DENNIS P. BOYLE

STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared DENNIS P. BOYLE, who is personally known to me or who produced Mr. as identification and who is known to me to be the person who signed the foregoing Articles the Incorporation and who acknowledged for me that (s)he executed the foregoing for the uses and purposes therein expressed.

WITNESS my hand and seal at the State and County aforesaid this 17th day of December, 1997.

My commission expires:



DEAN W BIRCH
My Commission CC438753
Expires Mar. 02, 1999
Bonded by NFNU
800-224-6368

(Seal)

Dean W Birch
NOTARY PUBLIC - STATE OF FLORIDA

DEAN W. BIRCH
Printed Name

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Dennis P. Boyle
REGISTERED AGENT - DENNIS P. BOYLE