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Robert G. Decker, Sr.
(1960-1991)

December 22, 1997

Florida Department of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

**Re: Articles of Incorporation for
Packaging Electronics & Devices Corp.**

100002380851--1
-12/23/97--01073--002
****172.50 ****172.50

Ladies and Gentlemen:

Enclosed with this letter please find the Articles of Incorporation and Certificate of Domestication for Packaging Electronics & Devices Corp. Also enclosed please find a check for \$172.50, payable to the Secretary of State with respect to the filing fee for the same. Two (2) extra copies of each the Articles of Incorporation and the Certificate of Domestication are also enclosed. Your prompt attention in processing this matter is most appreciated. Please return a time stamped copy of both the approved Articles of Incorporation and Certificate of Domestication to our office in the enclosed self-addressed stamped envelope.

I believe that covers everything for now. Should you require anything further, please do not hesitate to call me directly.

Sincerely,

Terris

George F. Shovlin
GEORGE F. SHOVLIN *tam*

GFS/tam

Enclosures

cc: Mr. Stanley Walasek

tam 12-30-97

CERTIFICATE OF DOMESTICATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In accordance with Section 607.0101, et seq., known as the Florida Business Corporation Act ("Act") and more specifically, Section 607.1801 of the Act regarding domestication of foreign corporations, the hereinafter named corporation hereby files this Certificate of Domestication and certifies as follows:

(a) On April 6, 1982 in the State of New Jersey, Packaging Electronics & Devices Corp. was first formed, incorporated or otherwise came into being and on January 11, 1989, said corporation filed Articles of Incorporation ~~in the Commonwealth of Pennsylvania~~ ^{Domestication} where the corporation was then formed, incorporated or otherwise came into being;

(b) The name of the corporation immediately prior to the filing of this Certificate of Domestication is: "Packaging Electronics & Devices Corp.";

(c) The name of the corporation as set forth in its Articles of Incorporation filed in accordance with Section 607.1801(2)(b) of the Act is: "Packaging Electronics & Devices Corp.";

(d) The jurisdiction that constituted the siege social or principal place of business or central administration of the corporation or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication is: The Commonwealth of Pennsylvania.


STANLEY WALASEK, President

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PACKAGING ELECTRONICS & DEVICES CORP.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is: **PACKAGING ELECTRONICS & DEVICES CORP.**

ARTICLE II

The existence of the corporation shall be upon filing with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is: 16162 Flight Path Drive, Brooksville, Florida, 34609, Hernando County.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 5,000,000, all of which shall be Common Shares. All Common Shares shall be identical which each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 16162 Flight Path Drive, Brooksville, Florida, 34609. The initial registered agent for the Corporation at that address is STANLEY WALASEK.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Stanley Walasek	7947 Chaucer Drive, Springhill, FL 34607
Steven Walasek	7660 Jomel Drive, Springhill, FL 34607
Stuart Walasek	4009 Casa Court, Fernando Beach, FL 34607

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Stanley Walasek	7947 Chaucer Drive, Springhill, FL 34607

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 1997.


STANLEY WALASEK

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PACKAGING ELECTRONICS & DEVICES CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


STANLEY WALASEK

DATE: December 22nd, 1997

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