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Division of Corporations

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PAGE 1/6  
Wednesday, January 27, 1999

Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

HERMES TECHNOLOGY GROUP, INC.

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Fax Audit #H99000002121 4

**ARTICLES OF INCORPORATION  
OF  
HERMES TECHNOLOGY GROUP, INC.**

**THE UNDERSIGNED** Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**HERMES TECHNOLOGY GROUP, INC.**

The address of the principal office of this corporation shall be:

**6440 Foster Street  
Jupiter, FL 33418**

and the mailing address of the corporation shall be the same.

**ARTICLE II - TERM OF EXISTENCE**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

**ARTICLE III - NATURE OF BUSINESS**

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

In furtherance of its corporate purposes, this corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

**ARTICLE IV - STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

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HERMES TECHNOLOGY GROUP, INC.  
Articles of Incorporation  
Page 2

### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

### **ARTICLE VI - BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

All corporate powers shall be exercised by or under the authority of Board of Directors, and the business and affairs of the corporation, shall be managed under the direction of the Board of Directors, except as otherwise herein provided or reserved to the holders of common stock.

As indicated above, the number of members of the Board of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than two directors. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Kenneth W. Seeley, 6440 Foster Street, Jupiter, FL 33418

Alan M. Lopatosky, 12287 Hillman Drive, Palm Beach Gardens, FL 33410

HERMES TECHNOLOGY GROUP, INC.  
Articles of Incorporation  
Page 3

Fax Audit #H99000002121 4

## **ARTICLE VII - DIRECTOR AND SHAREHOLDER**

### **ACTION BY CONSENT**

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors of shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the votes required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

### **ARTICLE VIII - INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

### **ARTICLE IX - ADDRESS AND AGENT**

The street address of this corporation's principal office, the address of this corporation's initial registered office in Florida shall be:

**6440 Foster Street  
Jupiter, FL 33418**

and the name of the initial registered agent of the corporation at that address is **Kenneth W. Seeley.**

### **ARTICLE X - INCORPORATOR**

The name and street address of the individual who shall serve as this corporation's Incorporator is:

**Alan M. Lopatosky  
12287 Hillman Drive  
Palm Beach Gardens, FL 33410**

Fax Audit #H99000002121 4

HERMES TECHNOLOGY GROUP, INC.  
Articles of Incorporation  
Page 4

Fax Audit #H99000002121 4

### **ARTICLE XI - ARTICLE AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 25<sup>th</sup> day of JANUARY, 1999.



ALAN M. LOPATOSKY, Sole Incorporator

HERMES TECHNOLOGY GROUP, INC.  
Articles of Incorporation  
Page 5

Fax Audit #H99000002121 4

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

In pursuance of §§48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That **HERMES TECHNOLOGY GROUP, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office in Florida being in the County of Palm Beach, at 6440 Foster Street, Jupiter, FL 33418, has named **Kenneth W. Seeley**, located at 6440 Foster Street, Jupiter, FL 33418, as its initial registered agent to accept service of process within this State.

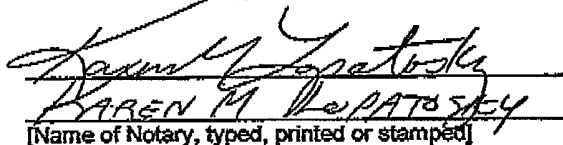
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, **HERMES TECHNOLOGY GROUP, INC.**, at the initial registered offices of the corporation in this State, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 A.M. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

  
KENNETH W. SEELEY

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Certificate was acknowledged before me this 25<sup>th</sup> day of JAN., 1999, by **Kenneth W. Seeley**, who is personally known to me or who has produced N/A as identification.

  
KAREN M. LOPATOVSKY  
[Name of Notary, typed, printed or stamped]

[SEAL]

Notary Public, Commission No.



Karen M. Lopatovsky  
My Commission #C585757  
Expires Oct. 09, 2000

NOTARY OF STATE  
FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

of

**HERMES TECHNOLOGY GROUP, INC.**

**Kenneth W. Seeley**, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
KENNETH W. SEELEY

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