

Sunbeam Corporation 2381 Executive Center Drive Boca Raton, Florida 33431 561 912 4100 Fax 561 912 4567

# P99000019168

February 2, 1999

400002764974--4 -02/04/93--01080--014 \*\*\*\*\*70.80 \*\*\*\*\*\*70.00

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32314

Re: Articles of Incorporation of CMO, Inc. (Florida domestic)

Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a duplicate set of Articles of Incorporation of CMO, In Example 2 Enclosed is a dupl

Also enclosed is our company's check in the amount of \$70.00 to file the Articles of Incorporation. Please date stamp the second duplicate original and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Sandra K. Racicot, CLA Senior Corporate Paralegal

Enclosures

6/2\





## FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 9, 1999

SANDRA K. RACICOT, CLA SUMBEAM CORPORATION 2381 EXECUTIVE CENTER DRIVE BOCA RATON, FL 33431

SUBJECT: CMO, INC.

Ref. Number: W99000003203

We have received your document for CMO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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) 487-6933.

Letter Number: 999A00005638

Dana Calloway Document Specialist



Sunbeam Corporation 2381 Executive Center Drive Boca Raton, Florida 33431 561 912 4100 Fax 561 912 4567

February 25, 1999

**VIA NEXT-DAY AIR** 

Ms. Dana Calloway Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32314

Re: Articles of Incorporation of CMO, Inc. (Florida domestic)

Dear Ms. Calloway:

Enclosed is a revised duplicate set of Articles of Incorporation of CMO, Inc., a Florida corporation, wherein the Registered Agent named therein was corrected from "CT Corporation" to "CT Corporation System".

Our company's check in the amount of \$70.00 to file the Articles of Incorporation was previously submitted to the Division of Corporations on or about February 4, 1999 with the original filing.

Please date stamp the second duplicate original as indicated and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Sandra K. Racicot, CLA Senior Corporate Paralegal

**Enclosures** 

## ARTICLES OF INCORPORATION

OF

CMO, INC.



I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

#### **ARTICLE I. NAME**

The name of the corporation is CMO, INC. (the "Corporation").

## ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

# ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

## ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 2381 Executive Center Drive, Boca Raton, Florida 33431 and its Registered Agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

## ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be three (3).

#### ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

# ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation Janet G. Kelley, 2381 Executive Center Drive, Boca Raton, Florida 33431.

# ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

# ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

## ARTICLE X. DIRECTORS

The name and addresses of the initial directors of the Corporation are:

Robert P. Totte, 2381 Executive Center Drive, Boca Raton, Florida 33431 Janet G. Kelley, 2381 Executive Center Drive, Boca Raton, Florida 33431 Cheryl M. O'Hara, 2381 Executive Center Drive, Boca Raton, Florida 33431

# ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

# ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

Janet G. Kelley, Incorporator

STATE OF FLORIDA	)
	ss:
COUNTY OF PALM BEACH	)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Janet G. Kelley who is personally known to me to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 2,4 day of February, 1999.

My Commission Expires:

OFFICIAL NOTARY SEAL
SANDRA K RACICOT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC797179
MY COMMISSION EXP. IAN. 82003

Notary Public

State of Florida at Large

Sandra K. Racicot

Printed Name of Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

CMO, INC. elects to organize under the laws of the state of Florida with its principal office located at 2381 Executive Center Drive, Boca Raton, Florida 33431 and has named CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within the state of Florida.

#### **ACKNOWLEDGEMENT**

Having been named to accept service of process for CMO, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

February <u>3</u>, 1999

CT Corporation System Registered Agent

By: Barlara aburke

Babara A. Burke Special assistant secretary