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FLORIDA PROFIT CORPORATION OR P.A.
KEITHLEY, INC.

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**ARTICLES OF INCORPORATION
OF
KEITHLEY, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of the corporation shall be:

KEITHLEY, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE: The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

PURPOSE: The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of the common stock with a par value of \$.01 per share, which shall be the only class of sharers.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale of cash of any new stock of this corporation of the same kind or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of

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Palm Beach, Florida 33480
(561) 832-8288
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fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The initial registered agent and street address of the initial registered office of the corporation shall be:

David I. Brodt
375 South County Road, Suite 218
Palm Beach, FL 33480

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have one (1) director initially. The name and address of the initial director of the corporation, who shall hold office until his successors are elected and qualified or until his earlier resignation or removal from office are:

RENNIE DOBY, President
31 Princewood Lane
Palm Beach Gardens, FL 33410

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is:

David I. Brodt
375 South County Road, Suite 218
Palm Beach, FL 33480

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


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ARTICLE X

MAILING ADDRESS: The mailing address of the corporation shall be:

31 Princewood Lane
Palm Beach Gardens, FL 33410

Executed at Palm Beach, Florida this 9th day of March, 1999.



David I. Brodt

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of KEITHLEY, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 9th day of March, 1999.



David I. Brodt

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