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LAW OFFICES

**WILSON, JOHNSON & JAFFER, P.A.**

27 SOUTH ORANGE AVENUE

SUITE ONE

SARASOTA, FLORIDA 34236

CLYDE H. WILSON (1908-1994)

ROBERT M. JOHNSON

CLYDE H. WILSON, JR.

JOHN S. JAFFER

TELEPHONE (941) 955-5800

FACSIMILE (941) 955-7353

E-MAIL: wilson@lawsites.com

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-07/26/99--01068--001  
\*\*\*122.50 \*\*\*\*\*78.75

July 23, 1999

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

We are enclosing Articles of Incorporation of STAR-TECH INDUSTRIES OF SOUTHWEST FLORIDA, INC. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

*Robert M. Johnson*

Robert M. Johnson

Encl: Check \$122.50  
Articles of Inc., in duplicate

FILED  
99 JUL 26 PM 5:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

starart.let

BROWN JUL 29 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**STAR-TECH INDUSTRIES OF SOUTHWEST FLORIDA, INC.**

FILED  
99 JUL 26 PM 5:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute this document for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is **STAR-TECH INDUSTRIES OF SOUTHWEST FLORIDA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 2534 12th Street, Sarasota, Florida 34237.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV - PURPOSES**

The purposes for which the corporation is organized are:

A. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is 7,000, all of which shall be common shares with par value of \$1.00 per share.

## **ARTICLE VI - PREEMPTIVE RIGHTS GRANTED**

The initial shares of this corporation shall be issued subject to an agreement between the incorporators which agreement will define the rights of all incorporators as to the future issuance of any shares of stock.

## **ARTICLE VII - REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 2534 12th Street, Sarasota, Florida 34237, and the name of the initial registered agent at such address is **BARRY W. SEACE**.

## **ARTICLE VIII - DIRECTORS**

The first Board of Directors of the corporation shall consist of:

**JOHN J. SENICAL, JR.**  
2425 Princeton Road  
DeLand, Florida 32724

**JAY ROTOLO**  
3614-65th Street  
East Bradenton, Florida 34208

**BARRY W. SEACE**  
5413 Laurelwood Place  
Sarasota, Florida 34232

**THOMAS N. NEWMAN**  
10234 Cornell Drive  
Overland Park, Kansas 66212

## **ARTICLE IX - INCORPORATORS**

The name and address of the incorporators are:

**JOHN J. SENICAL, JR.**  
2425 Princeton Road  
DeLand, Florida 32724

**JAY ROTOLO**  
3614-65th Street  
East Bradenton, Florida 34208

**BARRY W. SEACE**  
5413 Laurelwood Place  
Sarasota, Florida 34232

**THOMAS N. NEWMAN**  
10234 Cornell Drive  
Overland Park, Kansas 66212

### **ARTICLE X - OFFICERS**

Section 1: The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the person who is to serve as officer of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	<b>JOHN J. SENICAL, JR.</b> 2425 Princeton Road DeLand, Florida 32724
Vice-President	<b>JAY ROTOLO</b> 3614-65th Street East Bradenton, Florida 34208
Secretary	<b>BARRY W. SEACE</b> 5413 Laurelwood Place Sarasota, Florida 34232
Treasurer	<b>THOMAS N. NEWMAN</b> 10234 Cornell Drive Overland Park, Kansas 66212

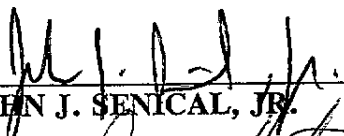
## ARTICLE XI - MAJORITY CONSENT VOTING

Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

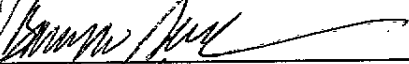
## ARTICLE XII - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 13 day of July, 1999.

  
\_\_\_\_\_  
JOHN J. SENICAL, JR.

  
\_\_\_\_\_  
JAY ROTOLO

  
\_\_\_\_\_  
BARRY W. SEACE

  
\_\_\_\_\_  
THOMAS N. NEWMAN

STATE OF FLORIDA  
COUNTY OF Volusia

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **JOHN J. SENICAL, JR.**, to me known personally or has produced FD-5524-470-65-083-D to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of July, 1999.

(Notary Seal)



Carmen Nicholson  
My Commission CC609230  
Expires December 19, 2000

My Commission Expires.

Carmen Nicholson  
Notary Public  
CARMEN Nicholson  
Print Name of Notary Public

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **JAY ROTOLO**, to me known personally or has produced \_\_\_\_\_ to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 1999.

(Notary Seal)

Judith B. Shaver  
Notary Public

My Commission Expires



\_\_\_\_\_  
Print Name of Notary Public

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **BARRY W. SEACE**, to me known personally or has produced \_\_\_\_\_ to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 1999.

(Notary Seal)



My Commission Expires.

Judith B. Shaver  
Notary Public

Print Name of Notary Public

STATE OF KANSAS  
COUNTY OF Johnson

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared **THOMAS N. NEWMAN**, to me known personally or has produced Dr. Newman to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 7 day of July, 1999.

(Notary Seal)

Lela M. Gholsen  
Notary Public

My Commission Expires:

3-25-2000

Lela M. Gholsen  
Print Name of Notary Public



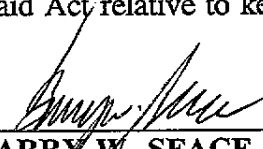
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That **STAR-TECH INDUSTRIES OF SOUTHWEST FLORIDA, INC.**,  
desiring to organize under the laws of the State of Florida with its principal office as indicated  
in the Articles of Incorporation at Sarasota, Florida, has named **BARRY W. SEACE**, 5413  
Laurelwood Place, Sarasota, Florida 34232, as its agent to accept process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation,  
at the place designated in this certificate, I hereby accept to act in this capacity and agree to  
comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**BARRY W. SEACE**  
Resident Agent

99 JUL 26 PM 5:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA