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TRANSMITTAL LETTER

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-07/30/99--01069--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check in the amount of \$78.75.

Bourne Technologies, Inc.

Antonio Perez-Falcon  
4805 Sweet Gum Place  
Melbourne, FL 32904

July 27, 1999

FILED  
99 AUG 12 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W99-18139

K. Rolfe AUG 05 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 5, 1999

ANTONIO PEREZ-FALCON  
4805 SWEET GUM PLACE  
MELBOURNE, FL 32904

SUBJECT: BOURNE TECHNOLOGIES, INC.  
Ref. Number: W99000018139

We have received your document for BOURNE TECHNOLOGIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6924.

Kimberly Rolfe  
Corporate Specialist Supervisor

Letter Number: 399A00039717

Act VII

**FILED**  
99 AUG 12 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BOURNE TECHNOLOGIES, INC.**

**ARTICLE I - NAME**

The name of this corporation is Bourne Technologies, Inc.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 share of \$1.00 par Value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without Issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT AND CORPORATION'S PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is 4805 Sweet Gum Place, Melbourne, Florida 32904 and the name of the registered agent of this corporation at that address is Antonio J. Perez-Falcon.

## **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Antonio J. Perez-Falcon	4805 Sweet Gum Place Melbourne, FL 32904
Emilio J. Power	4812 Union Cypress Place Melbourne, FL 32904
Dennis Arce	214 Surf Road Melbourne, FL 32951

### **ARTICLE IX - INCORPORATIONS**

The name and address of the persons signing these Articles of Incorporation are:

**NAME**

**ADDRESS**

Antonio J. Perez-Falcon

4805 Sweet Gum Place  
Melbourne, FL 32904

### **ARTICLE X - BY LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

### **ARTICLE XI** **APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

### **ARTICLE XII - COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

### **ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of July 1999.

  
\_\_\_\_\_  
Antonio J. Perez-Falcon

**STATE OF FLORIDA**

**COUNTY OF BREVARD:**

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Antonio J. Perez-Falcon known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that they executed these Articles. of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 27th day of July 1999.

\_\_\_\_\_  
**NOTARY PUBLIC**  
State of Florida

My Commission Expires: \_\_\_\_\_

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

Pursuant to Chapter 48.091, Florida Statutes., the following is submitted In compliance with said Act:

FIRST that BOURNE TECHNOLOGIES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Antonio J. Perez-Falcon, located at 4805 Sweet Gum Place, Melbourne, FL 32904 as its agent to accept service of 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 here accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Antonio J. Perez-Falcon

**FILED**  
99 AUG 12 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA