

ARTHUR G. SARTORIUS, III, P.A.

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August 24, 1999

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State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002972081--9
-08/27/99--01051--023
*****78.75 *****78.75

Re: Incorporation of Classified Intelligence, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company, and Certificate of Designation of Registered Agent / Registered Office. Please file the original in your offices and certify and return one certified copy to us. We have enclosed your filing fee in the amount of \$78.75, for this filing.

With kind regards, I am

Sincerely,

ARTHUR G. SARTORIUS, III, P.A.


ARTHUR G. SARTORIUS, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

AGS/mlh

Enclosures

TS9/13/99

**ARTICLES OF INCORPORATION
OF**

Classified Intelligence, Inc.

ARTICLE I

The name of the corporation is Classified Intelligence,

The business and mailing address of the corporation is 401 Old Quarry Road,
St. Augustine, Florida 32084.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of stock which shall be designated as common shares.

ARTICLE V

The street address of the initial registered office of this corporation is 1919 Atlantic Boulevard, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Arthur G. Sartorius, III.

ARTICLE VI

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to

time in accordance with the terms and provisions of the Corporate By-Laws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

**Susan C. Hardiman
12255 Old St. Augustine Road
Jacksonville, Florida 32258**

**William V. Stanton
401 Old Quarry Road
St. Augustine, Florida 32084**

ARTICLE VII

The name and address of the incorporators signing these Articles are:

**Susan C. Hardiman
12255 Old St. Augustine Road
Jacksonville, Florida 32258**

**William V. Stanton
401 Old Quarry Road
St. Augustine, Florida 32084**

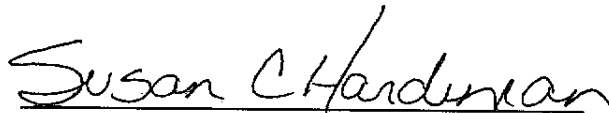
ARTICLE VIII

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

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on the 23rd day of August, 1999.



SUSAN C. HARDIMAN
Incorporator



WILLIAM V. STANTON
Incorporator

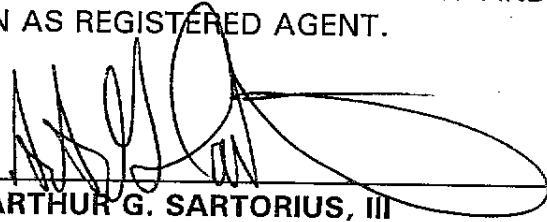
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: Classified Intelligence, Inc.
2. The name and address of the registered agent and office is:

**Arthur G. Sartorius, III
1919 Atlantic Boulevard
Jacksonville, Florida 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THAT CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ARTHUR G. SARTORIUS, III
Registered Agent

August 24th, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA