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FLORIDA NON-PROFIT CORPORATION

Atlantic First Round Partners, Inc.

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ARTICLES OF INCORPORATION**OF****Atlantic First Round Partners, Inc.****a Florida Not for Profit Corporation**

The undersigned, desiring to form a corporation not for profit, pursuant to Chapter 617, Florida Statutes, hereby certifies as follows:

ARTICLE I**Corporate Name and Principal Place of Business**

The name of the corporation shall be the **Atlantic First Round Partners, Inc.** The principal place of business of the corporation shall initially be at 1311 N. U.S Highway 1, Titusville, FL 32796.

ARTICLE II**Corporate Purposes**

This is a not for profit corporation organized pursuant to Section 617.0301, Fla. Stat. for the following purposes:

- (a) to promote the growth of business and commerce in Brevard County, Florida,
- (b) to evaluate small businesses in Brevard County, Florida for participation in public and private programs fostering the growth of early stage technology progress,
- (c) to promote the growth of high technology businesses in Brevard County, Florida,
- (d) encourage investors to provide capital infusion into businesses located in Brevard County, Florida,
- (e) to facilitate investment in early stage technology businesses in Brevard County, Florida,
- (f) to identify and review investment opportunities for early stage technology businesses in Brevard County, Florida;

John R. Kancilia, Esq.
Florida Bar No. 381195
O'Brien, Riemenschneider, Kancilia & Lemonidis, P.A.
1686 West Hibiscus Blvd.
Melbourne, FL 32901
(407)728-2800 / (407)728-0002 (FAX)

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(g) to monitor investments made in early stage technology businesses in Brevard County, Florida;

(h) to promote and increase in the number of high paying jobs in Brevard County, Florida, and

(f) to operate an organization exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax law.

ARTICLE III

Duration

The corporation shall exist perpetually, commencing upon the signing of these Articles of Incorporation, unless dissolved under the provisions of these Articles, the bylaws of the corporation or Florida Statutes.

ARTICLE IV

Incorporator

The name and address of the Incorporator of the corporation is as follows:

John R. Kancilia, Esq.
O'Brien, Riemenschneider, Kancilia & Lemonidis, P.A.
1686 West Hibiscus Boulevard
Melbourne, Florida 32901

ARTICLE V

Management of Corporate Affairs

(a) The affairs of the corporation shall be managed by a board of directors (the "Board of Directors"). The method of election of directors shall be as determined in Article VI of these Articles of Incorporation.

(b) The Board of Directors shall have all the authority vested in it by Chapter 617, Fla. Stat., as amended from time to time.

(c) The corporation shall hold and manage all property received and accepted by it to be administered hereunder and shall pay over, transfer, distribute, administer or otherwise deal with the principal and income thereof in such manner or manners and at such time or times as in the judgement of the Board of Directors shall be suited to carrying out the purposes of the corporation.

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The Board of Directors shall oversee the acquisition, purchase, gift, rental or otherwise, and the management, care, sale or lease, or other disposition of real property and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair, and/or alteration of such buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, disposition, or lease of equipment, supplies, and other personal property, and interest in personal property, of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries and other persons, agents, servants and employees, provided always, however, that no part of the property held by the corporation or earnings thereon shall inure or be payable to or for the benefit of any private individual.

(d) A director shall not be entitled to vote on any matter in which he has an interest which shall include an interest as an employee, officer, director, shareholder, owner or independent contractor of any person or entity which is a subject of the vote on such matter.

ARTICLE VI

Board of Directors

- (a) The number of directors shall be determined in the bylaws.
- (b) The Board of Directors shall elect their successor by majority vote at the annual meeting of the Board of Directors.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall be:

John R. Kancilia, Esq.
1686 West Hibiscus Boulevard
Melbourne, Florida 32901

Fred J. Orlando
180 Bry-Lynn Drive
West Melbourne, Florida 32904

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Ned B. Buffington
215 Baytree Drive, Suite 1
Melbourne, Florida 32940

Deborah A. Bradley
215 Baytree Drive, Suite 1
Melbourne, Florida 32940

Alfonso Vazquez-Cuervo
665 Seville Court
Satellite Beach, FL 32937

ARTICLE VIII

Bylaws

Bylaws of the corporation may be made, altered, rescinded, revoked, or restated by a vote of a majority of the entire number of directors of the Board of Directors.

ARTICLE IX

Corporate Officers

The Board of Directors shall elect the following officers: president, vice-president, secretary and treasurer and such other officers and agents as the bylaws of the corporation may authorize the Directors to elect from time to time.

ARTICLE X

Members

The corporation shall have no members.

ARTICLE XI

Private Inurement

No part of the earnings or property of the corporation shall inure to the benefit of any individual.

ARTICLE XII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to another organization or organizations which are organized and operated for the same

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purposes for which this corporation is organized and operated or to such organization or organizations organized and operated as an exempt organization or organizations qualifying under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent Internal Revenue law, as the Board of Directors shall determine. Any assets not disposed of in accordance with the foregoing sentence shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for the same purposes for which this corporation is organized.

ARTICLE XIII**Amendment of Articles**

Amendment to these Articles of Incorporation shall be adopted by a vote of a majority of the entire number of the Board of Directors.

ARTICLE XIV**Indemnification**

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

ARTICLE XV**Registered Agent; Registered Address**

The registered agent and registered office of the corporation shall be John R. Kancilia, Esq. located at 1686 W. Hibiscus Boulevard, Melbourne, Florida 32901.

I, the undersigned, being the sole incorporator of the corporation, for purpose of forming this not for profit corporation under the laws of Florida, have executed these Articles of Incorporation this 25th day of February, 2000.



JOHN R. KANCILIA, ESQ., Incorporator

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**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 ATLANTIC FIRST ROUND PARTNERS, 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 Titusville, County of Brevard, State of Florida, has named JOHN R.
KANCILIA, ESQ., 1686 West Hibiscus Blvd., Melbourne, FL 32901 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 hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



JOHN R. KANCILIA, ESQ.

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