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2004 OCT 29 A 11:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-3-04

**HINES NORMAN HINES, P.L.**

**ATTORNEYS AT LAW**

**JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
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JUDY M. ROACH**

315 S. Hyde Park Avenue  
Tampa, Florida 33606  
(813) 251-8659  
Fax (813) 254-6153

OFFICES IN:

TAMPA  
SUN CITY CENTER  
LAND O' LAKES  
PLANT CITY

October 27, 2004

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

Re: NISRAD CORPORATION

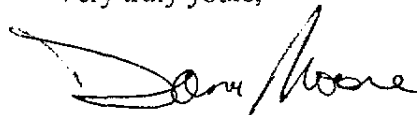
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation and our check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Please file the Articles of Incorporation, date stamp the enclosed copy and return it to our office. Thank you for your assistance.

Very truly yours,



Dana Moore  
Legal Assistant to Irena Njezic

IN:dm  
Enclosures  
Check: \$ 70.00  
cc: Mr. Charles Dodd (w/out encls.)

**ARTICLES OF INCORPORATION  
OF  
NISRAD CORPORATION**

**FILED**  
2004 OCT 29 A 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be **NISRAD CORPORATION** ("the Corporation"). The initial principal office of the Corporation shall be located at 22709 Neff Ct., Land O'Lakes, Florida 34639 but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 22709 Neff Ct., Land O'Lakes, Florida 34639, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE II  
PURPOSES**

The primary purpose of the Corporation shall be to research information security risks and to defend cyberspace for the United States and its allies. The Corporation has been created to meet the challenges that face the United States' critical infrastructure and to provide relevant information to both the public and private sectors regarding mitigating the risks and defending against attacks upon the United States digital grid.

**ARTICLE III  
POWERS**

The Corporation shall possess all powers allowed by law, including, but not limited to, the following powers:

(a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this Corporation and in keeping with its stated purposes in the foregoing Article II hercof.

(b) To contract, to sue and be sued, and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To purchase, lease and hold real and personal property and any and every estate and interest therein and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact any and all business which may be necessary or

incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation;

(d) To borrow money and contract debts when necessary for the furtherance of the purposes of the Corporation or for the exercise of its corporate rights, privileges or franchise or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgage or otherwise;

(e) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(f) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interest therein and thereunder;

(g) To receive assistance, money, real or personal property and any other form of contributions from any person, firm, corporation, or other entity, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(h) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(i) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(j) To apply the whole or any part of the earnings and assets of the Corporation exclusively for educational, scientific, charitable or religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code");

(k) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes; and

(l) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**  
**DURATION AND EXISTENCE**

The existence of the Corporation shall begin upon the filing of these Articles of Incorporation, and thereafter the existence of the Corporation shall be perpetual.

**ARTICLE V**  
**INCORPORATOR**

The name and address of the Incorporator is:

James P. Hines  
315 S Hyde Park Avenue  
Tampa, Fl 33606

**ARTICLE VI**  
**OFFICERS**

The affairs of the Corporation shall be conducted by a President, a Treasurer, a Secretary, and such other officers designated and authorized by the Board of Directors. The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the Bylaws of the Corporation.

The initial directors shall be:

Charles Dodd  
22709 Neff Ct.  
Land O'Lakes, FL 34639

Thomas Fields  
22709 Neff Ct.  
Land O'Lakes, FL 34639

Timothy Burkowske  
22709 Neff Ct.  
Land O'Lakes, FL 34639

**ARTICLE VIII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

**ARTICLE IX**  
**CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 501 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act or self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

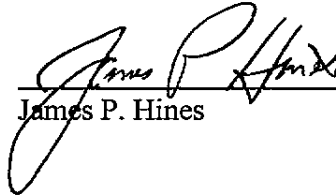
**ARTICLE X**  
**DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and, to the extent possible, are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent and the initial registered office for the Corporation are as follows: James P. Hines, Esq., Hines Norman Hines, P.L., 315 South Hyde Park Avenue, Tampa, Florida 33606.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 26 day of October, 2004 for the uses and purposes therein stated.

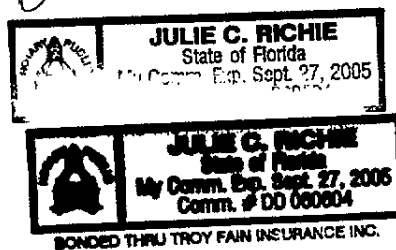
  
James P. Hines

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared James P. Hines, to me known to be the person described as the Incorporator in and who adopted the foregoing Articles of Incorporation of NISRAD CORPORATION, and acknowledged before me that he subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 26th day of October, 2004.

  
Notary Public (Signature)

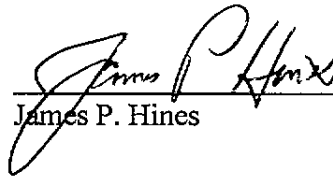


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR  
NISRAD CORPORATION**

Pursuant to Florida Statute Section 617.0501, **NISRAD CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates James P. Hines, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within Florida.

Having been named to accept service of process **NISRAD CORPORATION**, at the place designated hereinunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

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.

  
James P. Hines

**FILED**  
2004 OCT 29 A 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA