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TRANSMITTAL LETTER

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

EFFECTIVE DATE

1-1-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 AM 8:16

SUBJECT: BRISTOW ELECTRONICS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for above corporation and check in the amount of \$70.00.

FROM: Theodore A. Bristow
819 S. Walnut Street
Starke, FL 32091
(904) 964-4343

Note: Additional copy of Articles is needed only when certified copy is requested.

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ARTICLES OF INCORPORATION
BRISTOW ELECTRONICS, INC.

ARTICLE I - NAME

The name of this corporation is **BRISTOW ELECTRONICS, INC.**

ARTICLE II - DURATION

The duration of this corporation shall commence on January 1, 2000 and shall be perpetual.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 (one dollar) par value common stock.

ARTICLE V - MAILING ADDRESS

The principal office of the corporation shall be 819 South Walnut Street, Starke, Florida 32091 and the mailing address of the corporation is 819 South Walnut Street, Starke, Florida 32091.

ARTICLE VI -

INITIAL REGISTERED AGENT - DESIGNATION AND ACCEPTANCE

The name and address of the initial registered agent and office of this corporation is:

Theodore A. Bristow
819 South Walnut Street
Starke, FL 32091

Theodore A. Bristow signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 607.0202 and Section 621, Florida Statutes.

I hereby accept the appointment as Registered Agent of **BRISTOW ELECTRONICS, INC.** and agree to act in that capacity.



THEODORE A. BRISTOW

ARTICLE VII – INCORPORATOR AND INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation who are signing these Articles of Incorporation is as follows:

Theodore A. Bristow	Carolyn L. Bristow
5426 NW 31 st Terrace	5426 NW 31 st Terrace
Gainesville, FL 32653	Gainesville, FL 32653

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) and the method of election of directors shall be governed by the By-Laws.

ARTICLE VIII – BY-LAWS

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

ARTICLE IX – INDEMNIFICATION

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

ARTICLE X – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 31st day of December, 1999.

Theodore A. Bristow
THEODORE A. BRISTOW, President

Carolyn L. Bristow
CAROLYN L. BRISTOW, Vice President

STATE OF FLORIDA COUNTY OF BRADFORD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Theodore A. Bristow and Carolyn L. Bristow, who are either personally known to me or who has produced _____ as identification and who acknowledged before me that they are the persons who executed the foregoing Articles of Incorporation. They did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 31st day of December, 1999.

CAROLE K. DECELLE
Print Name of Notary

Carol K. Decelle
Notary Public (Signature)
State of Florida at Large
My Commission Expires 5/23/02

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: **BRISTOW ELECTRONICS, INC.**
2. The name and address of the registered agent and office is: Theodore A. Bristow, 819
South Walnut Street, Starke, Florida 32091.

Signature: Theodore A. Bristow
(CORPORATE OFFICER)
Title: President
Date: 12/31/99

HAVING BEEN NAMED AS REGISTERD 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 THIS 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.

SIGNATURE: Theodore A. Bristow
DATE: 12/31/99

REGISTERED AGENT FILING FEE: \$35.00

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