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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : MULLEN & BIZZARRO, P.A.
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 PM 2:44

FLORIDA PROFIT CORPORATION OR P.A.

SHIPWARE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	0104
Estimated Charge	\$70.00

B. McKnight MAR 21 2000

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**ARTICLES OF INCORPORATION
OF
SHIPWARE, INC.**

ARTICLE I - NAME

The name of this corporation is SHIPWARE, INC. with its principal office address being located at 1326 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business including, but not limited to:

(1) Design, development, engineering, manufacturing (directly or through external factories), marketing, sales, delivery, installation and maintenance, of electronics systems (hardware and software including networks) for signal and data acquisition, processing and control, including man-machine interface, and including where appropriate the relevant sensors and actuators in the aero-space, civil engineering ("intelligent buildings"), defense, naval and nuclear market.

(2) Marketing, sales and maintenance of equipment and systems under license, including any relevant modifications.

(3) Patents applications and partnership agreements as required to pursue such tasks.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

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ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mullen & Bizzarro, P.A., 2929 E. Commercial Boulevard, Suite PH-C, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is Joseph P. Mullen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director. The number of Directors may be increased and thereafter either increased or decreased from time to time in accordance with the By-laws of the Corporation although there shall never be less than one (1) required Director. The name and address of the initial Director is: Alberto Bersani, 1326 S.E. 3rd Avenue, Fort Lauderdale, Florida 33308.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Joseph P. Mullen, 2929 E. Commercial Boulevard, Suite PH-C, Fort Lauderdale, Florida 33308.

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 provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

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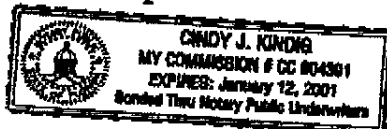
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 20th day of March, 2000.

Joseph P. Mullen
JOSEPH P. MULLEN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20th day of March, 2000, by JOSEPH P. MULLEN, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

My Commission Expires:



Cindy J. Kindig
Notary Public
Print Name: CINDY J. KINDIG

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1997), the following is submitted:

That, SHIPWARE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Joseph P. Mullen, as its agent to accept service of process within the State of Florida.

Dated: March 20, 2000.

Joseph P. Mullen
JOSEPH P. MULLEN
INCORPORATOR

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: March 20, 2000.


JOSEPH P. MULLEN
Registered Agent

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