

P00000049190

ADAMS R&D, Inc.  
63 Shady Lane  
Freeport, FL 32439  
Walton County

EFFECTIVE DATE  
06-01-00

FILED  
00 MAY 15 AM 9:38  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

May 12, 2000

Florida Department of State  
Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, Florida 32314

900003252629--6  
-05/15/00--01122--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: ADAMS R&D, Inc.

Gentlemen:

Enclosed in duplicate please find "Articles of Incorporation" for ADAMS R&D, Inc. We request the effective date be June 01, 2000. Also enclosed is a check for filing fees of \$78.75.

Please mail certification to letterhead address. If you need additional information, kindly contact me at (850)835-1934.

Sincerely,



Richard C. ADAMS,  
President

Enclosures

S. Thompson MAY 18 2000

ARTICLES OF INCORPORATION  
OF  
ADAMS R&D, Inc.

EFFECTIVE DATE  
06-01-00

FILED  
00 MAY 15 AM 9:38  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ARTICLE I - NAME

The name of this corporation is ADAMS R&D, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of June 1, 2000 filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her 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 - TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

ARTICLE VII - INITIAL PRINCIPAL OFFICE,  
REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is: ADAMS R&D, Inc., 63 Shady Lane, Freeport, FL 32439.

The mailing address is the same.

The street address of the initial registered office of the Corporation is the same.

The mailing address is the same.

The initial registered agent of the Corporation at that address is Richard C. ADAMS.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The name of the initial directors of the Corporation are Richard C. ADAMS and Doris ADAMS, their address is 63 Shady Lane, Freeport, FL 32439.

ARTICLE IX - INCORPORATOR

The name of the person signing these articles is Richard C. ADAMS and his address is 63 Shady Lane, Freeport, FL 32439.

ARTICLE X - BY-LAWS

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

ARTICLE XI - SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

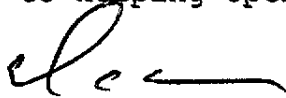
The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Acknowledgment of Registered Agent:

Having been named to accept service of process of the Corporation stated above, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.



Richard C. ADAMS  
Registered Agent

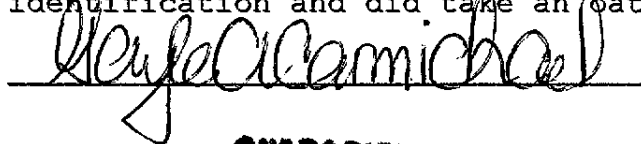


Richard C. ADAMS  
Incorporator  
Freeport, FL 32439

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12 day of May, 2000.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 12 day of May, 2000, by Richard C. ADAMS, Incorporator, of ADAMS R&D, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver's License Number A35274354280 as identification and did take an oath.



**GAYLE A. CARMICHAEL**  
Notary Public, State of Florida  
My Comm. Expires Feb. 3, 2003  
Comm. No. CC790662

Notary Public  
Commission Number

Name of Notary typed,  
printed or stamped