

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000084547

Cal-Tech Solutions, Inc.

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-09/07/00-01050-007
*****78.75 *****78.75

- Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -7 PM 1:45

RECEIVED
00 SEP -7 AM 11:01

Signature _____

Requested by: _____

Name SR Date 9/7/00 Time 10:05

Walk-In _____ Will Pick Up _____

9/7/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

00 SEP -7 PM 1:45

CAL-TECH SOLUTIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

CAL-TECH SOLUTIONS, INC.

ARTICLE II

This corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have

unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

SONNY ABERCROMBIE
500 S. 16th St.
Fernandina Beach, FL 32034

JOHN DAVID LYLE
604 S. 7th St.
Fernandina Beach, FL 32034

CHRIS CASHEROS
331 Hickory Hollow Dr. N.
Jacksonville, FL 32225

ARTICLE X

The initial registered agent of the corporation is:
LORIE L. McCARROLL, C.P.A.

The street address of the corporation's initial registered office is:
2334 E. State Road 200, Suite 300
Fernandina Beach, FL 32034

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

604 S. 7th St.
Fernandina Beach, FL 32034

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Lorie L. McCarroll, C.P.A.
2334 E. State Road 200, Suite 300
Fernandina Beach, FL 32034

The undersigned incorporator has executed these Articles of Incorporation this 6th day of September, 2000.



Lorie L. McCarroll, C.P.A., Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
CAL-TECH SOLUTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP -7 PM 1:45

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: September 6, 2000



Signature of Registered Agent