

PO00000115498
AMARI & THERIAC, P.A.

Attorneys and Counselors At Law

Reply to: Cocoa Post Office Box

Richard S. Amari
Kohn Bennett
Bradly Roger Bettin, Sr.
Mitchell S. Goldman
J. Wesley Howze
Mark McQuagge
Matthew J. Monaghan
Mark S. Peters
David M. Presnick
Charles R. Steinberg
James S. Theriac, III

Mariner Square
96 Willard Street, Suite 302
Post Office Box 1807
Cocoa, Florida 32923-1807
Telephone (321) 639-1320
Fax (321) 639-6690

Imperial Plaza
Suite B104
6769 N. Wickham Road
Melbourne, Florida 32940
Telephone (321) 259-6611
Fax (321) 259-6624

December 11, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: ROSS ENGINEERING & RESEARCH, INC.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, together with my check in the amount of \$78.75, for payment of the incorporation fee. Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,


Mitchell S. Goldman

MSG:cj
Enclosures

FILED
00 DEC 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gj 12/19

**ARTICLES OF INCORPORATION
OF
ROSS ENGINEERING & RESEARCH, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is **ROSS ENGINEERING & RESEARCH, INC.**

**ARTICLE II
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

**ARTICLE V
Initial Registered Office and Agent**

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: JACK A. ROSS, 1630 Central Avenue, Merritt Island, Florida, 32952.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The principal office of the corporation is as follows: 1630 Central Avenue, Merritt Island, Florida, 32952.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have one director (1) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and street address of the initial director of the corporation is:

NAME
Jack A. Ross

STREET ADDRESS
1630 Central Avenue
Merritt Island, Florida 32952

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is:

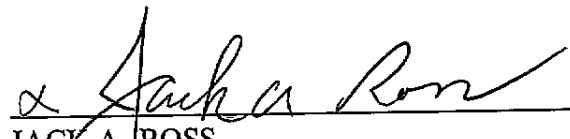
NAME
Jack A. Ross

STREET ADDRESS
1630 Central Avenue
Merritt Island, Florida 32952

ARTICLE VIII
Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 7th day of December, 2000.

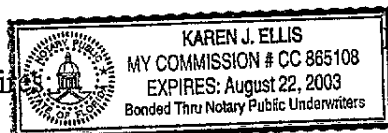


JACK A. ROSS

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 7th day of December, 2000, by Jack A. Ross, to me personally known.

My Commission Expires

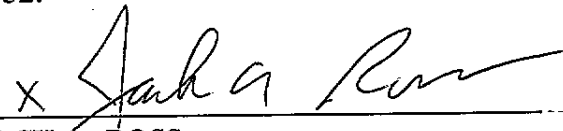


NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

ROSS ENGINEERING & RESEARCH, INC., desiring to organize or qualify
under the laws of the State of Florida hereby designates Jack A. Ross as its registered agent to
accept service of process within the State of Florida and the address of its registered office shall
be 1630 Central Avenue, Merritt Island, Florida, 32952.

X 

JACK A. ROSS

DATED: December 7th, 2000

Having been named to accept services 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 all statutes relative to the proper and complete performance of my
duties.

X 

JACK A. ROSS

DATED: December 7th, 2000

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00 DEC 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA