'	
<u>CSC</u>	THE UNITED STATES
	CORPORATION COMPANY

ACCOUNT NO.: 07210000032

REFERENCE :

087535

81523A

AUTHORIZATION :

COST LIMIT : \$ 128.75

ORDER DATE: March 22, 2001

ORDER TIME : 10:25 AM

ORDER NO. : 087535-005

CUSTOMER NO: 81523A

400003893434--1

CUSTOMER: Perette Lawrence, Legāl Asst

Decubellis & Meeks

837 North Garland Avenue

Orlando, FL 32801

DOMESTIC FILING

STEALTH PRODUCTION SUPPORT,

INC.

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION_- CERTIFICATE OF DOMESTICATION CERTIFICATE OF LIMITED PARTNERSHIP ___ ARTICLES OF ORGANIZATION [

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris - EXT. 1137

CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

AUTHORITATION BY PHONE TO



RESUBMIT

Letter Number: 101A00017510

Please give original FLORIDA DEPARTMENT OF STATESION date as file date.

Katherine Harris Secretary of State

March 22, 2001

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: STEALTH PRODUCTION SUPPORT, INC.

Ref. Number: W01000006516

We have received your document for STEALTH PRODUCTION SUPPORT, INC. and the authorization to debit your account in the amount of \$120.00. However, the document has not been filed and is being returned for the following:

THE FILING FEE FOR A DOMESTICATION IS \$128.75.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

CERTIFICATE OF DOMESTICATION

The undersigned, Jon D. Heister, the Director and President of STEALTH PRODUCTION SUPPORT, INC., a foreign Corporation, in accordance with F.S. 607.1801, does certify:

1. The date on which the Corporation was first formed was November 8, 1996.

2.

- 3. The jurisdiction where the above-named Corporation was formed, incorporated, or otherwise came into being was **the State of Delaware.**
- 4. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was STEALTH PRODUCTION SUPPORT, INC.
- 5. The name of the Corporation, as set forth in the Articles of Incorporation, to be filed pursuant to F.S. 607.02020 and 607.0401 with this Certificate is STEALTH PRODUCTION SUPPORT, INC.
- 6. The jurisdiction that constituted the seat, siege, principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Delaware.
- 7. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to F.S. 607.1801.

I am Jon D. Heister, of STEALTH PRODUCTION SUPPORT, INC., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 4th day of March, 2001.

Jon D. Heister, Director and President

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF STEALTH PRODUCTION SUPPORT, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

01 MAR 22 PM 12: 04

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Stealth Production Support, Inc., and its principal place of business shall be located at 8900 West Libby Road, Groveland, FL 34736.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its Florida corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business

Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

CAPITAL STOCK

- 1. <u>Number and Class of Shares Authorized; Par Value</u>. This Corporation is authorized to issue One Thousand Five Hundred (1,500) shares of voting common stock, having no par value per share.
- 2. <u>Voting Rights</u>. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.
- 3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 837 North Garland Avenue, Orlando, FL 32801, and the initial registered agent of this Corporation at that address shall be Decubellis & Meeks, P.A. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but in no event shall the number of directors be less than one. The name and street address of the initial director of this Corporation is:

Jon D. Heister = 8900 West Libby Road = Groveland, FL 34736

ARTICLE VII INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Jon D. Heister 8900 West Libby Road Groveland, FL 34736

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

AMENDMENT

The Shareholders reserve the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 3 day of March, 2001.

Jon D. Heister

Director and President

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

Stealth Production Support, Inc.(the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 8900 West Libby Road, Groveland, FL 34736 has named and designated:DeCubellis & Meeks, F.A., with its registered office located at: 837 North Garland Avenue, Orlando, FL 32801, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for Stealth Production Support, Inc.(the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 21 day of March, 2001.

DeCubellis & Meeks, P.A

Bv:

Daniel L. DeCubellis

President

Ol MAR 22 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE ELOBBA