

# PO4000/6950C

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## FLORIDA PROFIT CORPORATION OR P.A.

SI Government Solutions, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

SI GOVERNMENT SOLUTIONS, INC.

The undersigned desiring to form a corporation pursuant to Chapter 607, *Florida Statutes*, hereby states as follows.

## ARTICLE I - NAME

The name of this corporation (the "Corporation") is SI Government Solutions, Inc.

## ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 4450 Eau Gallie Boulevard, Suite 240, Melbourne, Florida 32934.

## ARTICLE III - OFFICE

The address of the registered office of the Corporation is 1800 West Hibiscus Boulevard, Suite 138, Melbourne, Florida 32901. The name of the registered agent at such address is John R. Kancilia.

## ARTICLE IV - DURATION

The Corporation shall exist perpetually.

## ARTICLE V - PURPOSE

The nature of the business or purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607, *Florida Statutes*.

JOHN R. KANCILIA, ESQ.  
FLORIDA BAR NO. 0381195  
GRAYROBINSON, P.A.  
1800 West Hibiscus Blvd., Ste. 138  
Melbourne, FL 32901  
Telephone: 321-727-8100  
Facsimile: 321-984-4122  
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## ARTICLE VI - CAPITAL STRUCTURE

The total number of shares which the Corporation is authorized to issue is 30,000,000 shares of which 20,000,000 shall be designated common shares, having no par value ("Common Shares"), and 10,000,000 shall be designated preferred shares, ("Preferred Shares").

The designations, preferences, powers, qualifications and special or relative rights or privileges in the capital stock of the Corporation shall be as set forth in Article VII and Article VIII below.

## ARTICLE VII - COMMON SHARES

Common Shares shall consist of Class A Common Shares and Class B Common Shares. The board of directors of the Corporation (the "Board of Directors") may issue any combination of Class A Common Shares and Class B Common Shares.

In the event the Corporation shall issue Class A Common Shares for a price of less than forty-eight cents (\$0.48) per share (including Class A Common Shares issued upon the exercise of a convertible debt instrument or of a warrant or option, other than an option granted pursuant to a stock option plan adopted for the benefit of employees of the Corporation), holders of Class B Common Shares shall be entitled to receive an additional number of Class B Common Shares which equals the product of (a) the number of Class A Common Shares issued at such price, and (b) the result of dividing forty-eight cents (\$0.48) by the issue price of such Class A Common Shares at the time of issuance. Further, in the event the Corporation shall issue any class or series of Preferred Shares which has an Effective Price (as hereinafter defined) of less than forty-eight cents (\$0.48) per share, holders of Class B Common Shares shall be entitled to receive an additional number of Class B Common Shares which equals the product of (a) the number of Preferred Shares issued at such time and (b) the result of dividing forty-eight cents (\$0.48) by the Effective Price of such Preferred Shares. The Effective Price of Preferred Shares shall equal the lesser of (a) the amount of the liquidation preference of such Preferred Shares, (b) the amount of the Preferred Dividend (as hereinafter defined) of such Preferred Shares and (c) if such Preferred Shares are convertible into Common Shares, the result of dividing the liquidation preference or Preferred Dividend, whichever is smaller, of such Preferred Shares by the number of Common Shares into which such Preferred Shares are convertible. The "Preferred Dividend" of such Preferred Shares shall equal ten times the stated annual amount (whether or not cumulative) of a dividend paid annually on the total amount of a dividend limited to a single sum.

When, as and if dividends on Common Shares are declared by the Corporation's board of directors (the "Board of Directors"), whether payable in cash, in property or in securities of the Corporation, the holders of Common Shares shall be entitled to share equally in and to receive, in accordance with the number of Common Shares held by each such holder, all such dividends.

Dividends payable on Common Shares shall be paid to the holders of record of the outstanding Common Shares as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any dividends paid in shares shall be paid in Common Shares of the same class. Any Common Shares issued as a dividend shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable and free of all liens and charges. The Corporation shall not issue fractions of Common Shares in payment of such dividend but shall issue a whole number of shares to such holder of Common Shares rounded up or down, in the Corporation's sole discretion, to the nearest whole number, without compensation to any stockholder whose fractional share has been rounded down or from any stockholder whose fractional share has been rounded up.

Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, after payment shall have been made to holders of Preferred Shares, if any, of the full amount of which they are entitled pursuant to these Articles of Incorporation and any resolutions that may be adopted from time to time by the Board of Directors, in accordance with Article VIII below (for the purpose of fixing the voting rights, designations, preferences and relative participating, optional or other special rights of any class or series of Preferred Shares), the holders of Common Shares shall be entitled to share ratably, in accordance with the number of Common Shares held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Shares, whether such assets are capital, surplus or earnings. For purposes of this Article VII, neither the consolidation or merger of the Corporation with or into any other corporation or corporations in which the stockholders of the Corporation receive capital stock and/or other securities (including debt securities) of the acquiring corporation (or of the direct or indirect parent corporation of the acquiring corporation), nor the sale, lease or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation, shall be deemed a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

Each holder of Common Shares shall be entitled to one vote for each share of such stock issued and outstanding and registered in such holder's name and shall be entitled to vote upon such matters and in such manner as may be provided by these Articles of Incorporation and Chapter 607, *Florida Statutes*.

## ARTICLE VIII - PREFERRED SHARES

Preferred Shares may be issued from time to time in one or more classes or series as may be determined by the Board of Directors. Subject to these Articles of Incorporation, the Board of Directors is authorized to determine or alter the relative rights, preferences, privileges, limitations and restrictions granted to or imposed upon any wholly unissued class or series of Preferred Shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting such additional class or series, to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any such additional class or series subsequent to the issue of shares of that class or series.

Authorized and unissued shares of Preferred Shares may be issued with such designations, voting powers, preferences and relative participating optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any class or series of Preferred Shares, including, but not limited to:

- (a) the distinctive designation of each class or series and the number of shares that will constitute each class or series;
- (b) the voting rights, if any, of shares of such class or series and whether the shares of any such class or series having voting rights shall have multiple votes per share;
- (c) the dividend rate on the shares of such class or series, any restriction, limitation or condition upon the payment of such dividends, whether dividends shall be cumulative and the dates on which dividends are payable;
- (d) the prices at which, and the terms and conditions on which, the shares of such class or series may be redeemed, if such shares are redeemable;
- (e) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such class or series;
- (f) any preferential amount payable upon shares of such class or series in the event of the liquidation, dissolution or winding up of the Corporation or the distribution of its assets; and

(g) the prices or rates of conversion at which, and the terms and conditions on which, the shares are convertible.

Any and all shares issued and for which full consideration has been paid or delivered shall be deemed fully paid stock and the holder thereof shall not be liable for any further payment thereon.

#### **ARTICLE IX – CLASS VOTE**

The holders of each class of capital stock of the Corporation shall be entitled to vote as a separate class only when required to do so under applicable law or when required expressly permitted to do so by the terms and provisions of these Articles of Incorporation or any designation relating to any class of Preferred Shares.

#### **ARTICLE X – AMENDMENTS**

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation from time to time and at any time in a manner now or hereafter prescribed in these Articles of Incorporation or by the laws of the State of Florida, and all rights herein conferred upon stockholders are granted subject to such regulation.

#### **ARTICLE XI – INDEMNIFICATION**

The Corporation shall indemnify and hold harmless any director, officer, employee or agent of the Corporation from and against any and all expenses and liabilities that may be imposed upon or incurred by him or her in connection with, or as a result of, any proceeding in which he or she may become involved, as a party or otherwise, by reason of the fact that he or she is or was such a director, officer, employee or agent of the Corporation, or any subsidiary or parent of the Corporation, or, at the request of the Corporation, any other corporation, joint venture, trust or other enterprise, whether or not he or she continues to be such at the time such expenses and liabilities shall have been imposed or incurred. The indemnification described in this Article XI shall be provided to the fullest extent permitted by the laws of the State of Florida, as they may be amended from time to time.

#### **ARTICLE XII – AMENDMENTS OF BYLAWS**

The Board of Directors is expressly authorized to make, alter, amend and repeal the bylaws of the Corporation, subject to the power of the holders of the capital stock of the Corporation to alter, amend or repeal the bylaws of the Corporation.

### ARTICLE XIII - INITIAL DIRECTORS

The number of Directors shall be determined from time to time in the bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Gordon Burns	4450 Eau Gallie Blvd., Suite 240 Melbourne, Florida 32934
Terry B. Gillette	4450 Eau Gallie Blvd., Suite 240 Melbourne, Florida 32934
Helayne Ray	4450 Eau Gallie Blvd., Suite 240 Melbourne, Florida 32934

Gordon Burns shall serve as Chairman of the Board of Directors.

### ARTICLE XIV - INITIAL OFFICERS

The initial officers of the Corporation shall be as follows:

<u>Name and Address</u>	<u>Office</u>
Gordon Burns 4450 Eau Gallie Blvd., Suite 240 Melbourne, Florida 32934	President
Terry B. Gillette 4450 Eau Gallie Blvd., Suite 240 Melbourne, Florida 32934	Vice-President
Helayne Ray 4450 Eau Gallie Blvd., Suite 240 Melbourne, Florida 32934	Secretary, Treasurer

**ARTICLE XV- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

JOHN R. KANCILIA, ESQ.

1800 W. Hibiscus Blvd., Suite 138  
Melbourne, Florida 32901

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 17<sup>th</sup> day of December, 2004.

  
\_\_\_\_\_  
JOHN R. KANCILIA, ESQ.



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GRAY ROBINSON

321 984 4122 P.09

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Articles of Incorporation of SI  
GOVERNMENT SOLUTIONS, INC., I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
JOHN R. KANCILIA, ESQ.

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TALLAHASSEE, FLORIDA