

P94000084381

TRANSMITTAL LETTER

FROM:

Name of corporation:

Control Systems Research, Inc.

Street address of the corporation:

2402 Woodbine Drive West
Crestview, FL 32536

DEAR CORPORATIONS DIVISION:

Please find enclosed:

1. A restated Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$35.00 for filing fees. A certified copy is not requested.

Please send responses or receipts concerning this filing to the above address. Thank you very much.

19 Aug 1997
Date

Name of Incorporator: Jesse R. Fowler

Jesse R. Fowler
Signature of Incorporator

SEP 8 1997

Restated and.

FILED
97 SEP -5 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-08/20/97--01050--001
*****35.00 *****35.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1997

JESSE R. FOWLER
CONTROL SYSTEMS RESEARCH, INC.
2402 WOODBINE DR. WEST
CRESTVIEW, FL 32536

SUBJECT: CONTROL SYSTEMS RESEARCH, INC.
Ref. Number: P94000084381

RECEIVED
SEP -5 PM 9:31
DIVISION OF CORPORATIONS

We have received your document for CONTROL SYSTEMS RESEARCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00043226

RESTATED ARTICLES OF INCORPORATION
OF
CONTROL SYSTEMS RESEARCH, INC.

FILED
97 SEP -5 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNDERSIGNED, acting on behalf of Control Systems Research, Inc., pursuant to Florida Statute 607.1007 of the Florida Business Corporation Act, adopt the following Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is Control Systems Research, Inc., with the address of 2402 Woodbine Drive West, Crestview, FL 32536.

ARTICLE II - PERIOD OF EXISTENCE

The period of duration for the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation will be to provide high technology engineering services and support to government agencies, defense contractors and commercial businesses. This corporation will provide a broad range of systems engineering support, including but not limited to Global Positioning System (GPS) Technologies, navigation, software development, analysis, test and evaluation, simulation and modeling, requirements development and estimation and control. This corporation may also be engaged in any other activity considered to be in the best interest of the corporation, not specifically prohibited by the law of the states in which it does business.

ARTICLE IV - SHARES

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 50,000 shares of no par value Capital Stock.

STOCK ISSUE: The corporation shall issue 5,000 shares. Additional shares may be issued from time to time, if in the best interest of the corporation.

STATED CAPITAL: The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The value of the stock shall be reevaluated yearly during the month of December by the corporate accountant.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholder, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

CERTIFICATES: Each share certificate shall state on its face the name of the corporation and that the corporation is organized under the laws of Florida, the name of the person to whom issued, the number of shares, and that any transfer of the shares shall be pursuant to the Shareholder Agreement dated 19th day of Aug., 1997, and any amendments thereto.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The name and address of the registered agent of the corporation in the State of Florida shall be: Jesse R Fowler, 2402 Woodbine Drive, Crestview, Florida 32536. The Shareholders may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors.

ARTICLE VII - OFFICERS

The day-to-day affairs of the corporation shall be administered by the Officers. The officers of the corporation shall include a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator is: Jesse R. Fowler, 2402 Woodbine Drive, Crestview, Florida 32536.

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with a simple majority of shareholders approving the amendment.

ARTICLE X - CONTRACTS INVOLVING OFFICERS

(a) No contract or other transaction between the corporation and one or more of its officers, directors or shareholders or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's officers, directors or shareholders are officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such officers, directors or shareholders are present at or participate in the meeting of the officers or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the shareholder or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested director or directors; or

(2) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized.

(b) Common or interested officers or directors may be counted in determining the presence of a quorum at a meeting of the shareholders or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI - INDEMNIFICATION OF OFFICERS

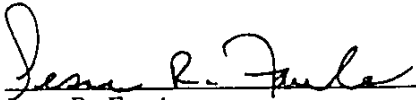
(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

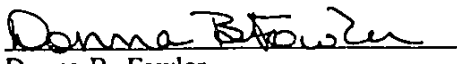
(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer or director seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Restated Articles of Incorporation at Crestview, Florida on this 19th day of Aug., 1997.


Jesse R. Fowler
President
Date: 8/19/97


Donna B. Fowler
Secretary
Date: 8/19/97

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19 day of Aug, 1997,
by Jesse R. Fowler and Donna B. Fowler who are personally known to me or who have
produced their drivers licenses as identification.

{Seal}

Barbara Liston

NOTARY PUBLIC

Print Name: BARBARA LISTON

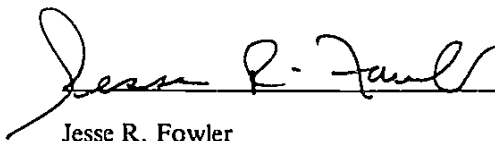
Date: 8-19-97



"OFFICIAL SEAL"
Barbara Liston
My Commission Expires 9/16/2000
Commission #CC 584895

ACCEPTANCE BY REGISTERED AGENT

I, Jesse R. Fowler, agree to accept service of process on Control Systems Research, Inc.,
act in the capacity of registered agent for Control Systems Research, Inc., and comply with the
provisions of Florida Statute 607.0505 relative to keeping the office of Control Systems
Research, Inc. open.



Jesse R. Fowler


Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19 day of Aug 19 97, by Jesse
R. Fowler who is personally known to me or who produced a drivers license as identification and who did
not take an oath.

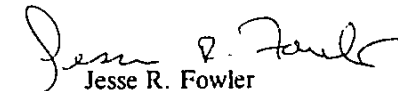


"OFFICIAL SEAL"
Barbara Liston
My Commission Expires 9/16/2000
Commission #CC 584895


NOTARY PUBLIC
Print Name: BARBARA LISTON
Date: 8-19-1997

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Restated Articles of Incorporation of **CONTROL SYSTEMS RESEARCH, INC.** and the restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval.


Jesse R. Fowler
President / *Director*
Date: *9/4/97*