

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA 32399

January 19, 1995

P95000006519

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: ELA Systems, Inc. EFFECTIVE DATE  
Dear Mr. Smith: 1-17-95

800001387238  
-01/23/95--01092--006  
\*\*\*122.50 \*\*\*122.50

Enclosed for filing is an original and one copy of the Articles of Incorporation for ELA Systems, INC.

Delivered herein is a check in the amount of \$122.50 for the following charges and fees:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy of Articles	\$ 52.50
TOTAL:	\$122.50

FILED  
JAN 23 PM 12 50

Please return the certified copy of the Articles of Incorporation to this office.

Also, please note that the Articles provide for existence upon execution if permitted by law. Your best efforts to approve these Articles in time will be very much appreciated.

If there are any questions or problems, please do not hesitate to call me person to person, collect.

Very truly yours,

*George M. Osborne*  
George M. Osborne

GMO/wlo  
Enclosures

BOB  
1/19/95  
P95-6519

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA 32399

ARTICLES OF INCORPORATION

OF

ELA SYSTEMS, INC.

FILED  
JAN 20 1995  
TALLAHASSEE

The undersigned incorporator, a natural person competent to contract, makes, subscribes, acknowledges, and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Corporation is ELA SYSTEMS, INC.

ARTICLE II  
PRINCIPAL OFFICE

EFFECTIVE DATE

1-17-95

The street and mailing address of the principal place of business and office of this Corporation is  
1307 COUNTRY TRAILS DRIVE, SAFETY HARBOR, FL 34695

The principal office may be moved at any time to any place in the State of Florida.

ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1307 Country Trail Drive, Safety Harbor, Florida 34695, and the name of the initial registered agent is GORDON H. LEFFINGWELL.

ARTICLE IV  
DURATION

This Corporation shall have perpetual existence, commencing no later than as of the date of acceptance and filing of these Articles by the Secretary of the State of Florida, and shall exist upon the date of the execution of these Articles if permitted by law.

ARTICLE V  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of single class, no par value common stock.

ARTICLE VII  
PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash or exchange for property of any new stock of this Corporation, of whatever kind or class, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any officer or shareholder acting in such capacity, or any former like-situated person, to the full extent permitted by law.

ARTICLE IX  
OPERATIONS AND CONTROL

The business of this Corporation shall be initially managed by its shareholders in accordance with the By-Laws rather than by a board of directors. The By-Laws may, but need not, provide for the election or appointment of officers to act for the corporation under the direction of the shareholders. Unless officers should be elected or appointed, or it is otherwise required by the By-Laws, legal instruments may be executed by the shareholders managing the corporation, and one shareholder, if duly authorized in writing, may act for the corporation without the joinder of the other shareholder(s). Meetings may be conducted in person, by telephone, or both, and as provided for in the By-Laws.

ARTICLE X  
BY - LAWS

The initial By-Laws shall be adopted by the unanimous approval of all shareholders. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the shareholders exerciseable upon the unanimous consent of the below named original subscriber. In case other persons or entities shall become shareholders, then any alteration, amendment or repeal of the By-Laws shall be in accordance with any written shareholders' agreements, or the By-Laws if no shareholders' agreement is controlling.

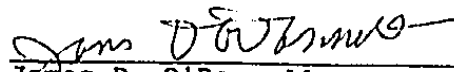
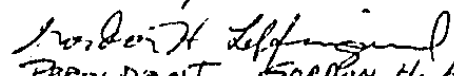
ARTICLE XI  
INCORPORATORS - SUBSCRIBERS

The name and post office address of the subscriber(s) to these Articles of Incorporation and the number of shares of stock subscribed by them is: 500 SHARES, JAMES D. O'DONNELL, 2687 60<sup>TH</sup> AVENUE S, ST PETERSBURG, FL 33712 AND 500 SHARES, GORDON H. LEFFINGWELL, 1307 COUNTRY TRAIL DRIVE, SAFETY HARBOR, FL 34685

ARTICLE XII  
AMENDMENTS

These Articles of Incorporation may be amended as provided by law subject to the By-Laws and any agreements of the incorporator(s) and of the shareholder(s).

IN WITNESS WHEREOF, as incorporator and subscriber, the undersigned has executed these Articles of Incorporation this 17<sup>TH</sup> day of January, 1995.


  
James D. O'Donnell  
SECRETARY AND TREASURER  
  
PRESIDENT, GORDON H. LEFFINGWELL

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to and in compliance with Sections 607.0501 or 617.0501, Florida Statutes, and the law otherwise in such cases made and provided, this is to certify:

That whereas ELA SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at Safety Harbor, Pinellas County, Florida, has named GORDON H. LEFFINGWELL, whose address is 1307 Country Trail Dr., Safety Harbor, Florida 34695, as its agent to accept service of process within the State.

The undersigned, having been thus named to accept service of process for the above-stated corporation, at the place designated in this certificate, does hereby accept such appointment as Registered Agent and does hereby agree to act in this capacity, and hereby further agrees to comply with the provisions of all statutes relating to proper and complete performance of my duties.

  
Gordon H. Leffingwell  
Registered Agent  
PRESIDENT