

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

P95000000-7330

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SECRETARY OF STATE
TALLAHASSEE, FL

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032
REFERENCE : 531003 3273E
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : 9 122.50

ORDER DATE : January 26, 1995

XXXXXXXXXXXXXXXXXXXX

ORDER TIME : 12:37 PM

ORDER NO. : 531003

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HDSTETLER

Suite 2300, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: SOCARRAS TECHNICAL CONSULTING,
INC.

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXXXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

*BBB 1/26/95
state print copies
name of person signing
on behalf of R/A
incorporator
W95-1920*

*211
1-27-95*



ED

RESUBMIT

05 JAN 27 AM 11:27
FLORIDA DEPARTMENT OF STATE
Suzanne D. Richardson
Secretary of State

January 26, 1995

PLEASE USE THIS AS
ORIG. DATE OF
FILING!

CORPORATION INFORMATION SERVICES, INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: SOCARRAS TECHNICAL CONSULTING, INC.
Ref. Number: W95000001920

Thanks.

We have received your document for SOCARRAS TECHNICAL CONSULTING, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please type or print the name of the person signing on behalf of the incorporator and registered agent.

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 (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 395A00003436

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
SOCARRAS TECHNICAL CONSULTING, INC.

ARTICLE I

Name and Duration

The name of the Corporation is SOCARRAS TECHNICAL CONSULTING, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 701 West Pinewood Court, Lake Mary, Florida 32746.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Angel Socarras	701 West Pinewood Court Lake Mary, Florida 32746

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 24 day of January, 1995.

A.G.C. Co.

By: 

Vice President
Richard T. Fulton

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 24th day of January, 1995, by Richard T. Fulton of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

Karen L. Didea
(Notary Signature)

Karen L. Didea
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



KAREN L. DIDEA
MY COMMISSION # CC 225820 EXPIRES
September 10, 1996
BONDED THRU TROY FAIR INSURANCE, INC

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SEC. OF STATE
TALLAHASSEE, FLA.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That SOCARRAS TECHNICAL CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 

Vice President
Richard T. Fulton

DATED: January 24, 1995