

P960000010483

APPLICATION FOR FILING
OF ARTICLES OF INCORPORATION
FOR THE

ADVANCED ENGINEERING SYSTEMS
CORPORATION

3385 Coastal Hwy, Ste 19 St. Augustine Florida 32085

January 30, 1996

100001704931
-02/02/96--01021--008
****175.00 ****175.00


Department of State
Corporate Records/Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To the Department Agent:

Please reserve the following proposed corporate name: ADVANCED ENGINEERING SYSTEMS CORPORATION. Also, enclosed are Articles of Incorporation for a corporation under that name. Its principal business will be to transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act.

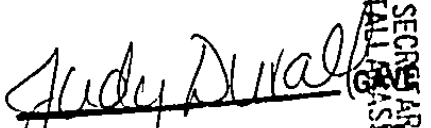
Also find enclosed a check made payable to the Secretary of State in the amount required to pay for the statutory filing fees for the corporate name and the articles of incorporation. This check should also be sufficient to cover the fees for providing us with two (2) certified copies of the Articles of Incorporation. Your assistance in establishing the corporation to be known as the ADVANCED ENGINEERING SYSTEMS CORPORATION is appreciated.

Sincerely,


Robert T. Franques, P.E.
Incorporator

RTF:mrf
Enclosures

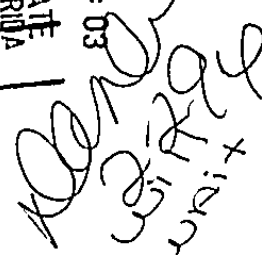
xc: Richard Doria, P.E., Incorporator


AUTHORIZATION BY PHONE _____
CORRECT _____
DATE _____
DOC. EXAM _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB -2 AM 10:03

FILED



ARTICLES OF INCORPORATION

FOR

**ADVANCED ENGINEERING SYSTEMS
CORPORATION**

FILED
FEB -2 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **ADVANCED ENGINEERING SYSTEMS CORPORATION.**

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 2000 of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$2000 consisting entirely of cash money.

ARTICLE SIX

The street address of its initial office is 3385 Coastal Highway, Suite #19, St. Augustine, Florida 32085 and the name of its initial registered agent at such address is Robert T. Franques.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Robert Thomas Franques, P.E.
Richard Doria, P.E.

3385 Coastal Hwy, Ste 19, St. Augustine FL 32085
Comares Avenue, St. Augustine, FL 32085

**ARTICLES OF INCORPORATION
FOR ADVANCED ENGINEERING SYSTEMS
CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


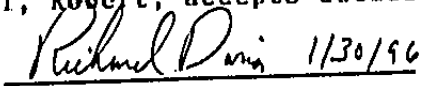
ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute, except as may otherwise be stated in these Articles of Incorporation.

ARTICLE NINE

The name and address of each incorporator is:

Robert Thomas Franques, P.E. 3385 Coastal Hwy, Ste 19, St. Augustine FL 32085
Richard Doria, P.E. Comares Avenue, St. Augustine, FL 32085

 1/30/96 Agent
Robert T. Franques, Incorporator / Registered
I, Robert, accepts duties as agent.
 1/30/96
Richard Doria, Incorporator

ARTICLE TEN

The powers of the Incorporators cease upon filing of these Articles of Incorporation.

ARTICLE ELEVEN

The two SENIOR DIRECTORS of the Board of Directors shall enjoy special rights to the effect that neither may in any way be forced off of the Board of Directors or in any way have his powers and rights abridged due to any proposed changes to the Articles of Incorporation or the corporate Bylaws. The initial two Senior Directors on the Board of Directors shall both be shareholders in the corporation until such time as they cease owning any shares. No changes can be made to the Articles of Incorporation or Bylaws unless BOTH of the two SENIOR DIRECTORS consent in writing. Neither of the two Senior Directors on the Board of Directors may be discharged from the Board of Directors or be in any way abridged from full privileges and voting rights unless that Senior Director relinquishes ownership of all of his shares. Either of the two Senior Directors may, in writing, voluntarily withdraw from the Board of Directors without any loss of value or interest in his shareholdings in the corporation.