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Barbour & Engum, P.A.

Attorneys and Counselors at Law

836 N. Highland Avenue

Orlando, Florida 32808

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February 15, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/20/96--01079--007
****122.50 ****122.50

Re: Orion Systems International, Inc.

Dear Sir or Madam:

Enclosed herewith please find original and copy of Articles of Incorporation of Orion Systems International, Inc. along with our firm check #1720 in the sum of \$122.50 representing fee for filing and certified copy.

Please return the certified copy and charter number to this office. Should you have any questions or comments regarding the enclosed, please do not hesitate to contact the undersigned.

Sincerely yours,

BARBOUR & ENGUM, P.A.

Elaine A. Barbour

Elaine A. Barbour

EAB:pc
Enclosures--as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ORION SYSTEMS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribe to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: ORION SYSTEMS INTERNATIONAL, INC. and its initial post office address and its principal office for the conduct of business is: 836 N. Highland Avenue, Orlando, Florida 32803. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To engage in the distribution, manufacture, marketing, sales, and support of computer software, hardware, and professional services in the United States and internationally.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607 Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 607 Florida Statutes may now or hereafter lawfully do.

(e) To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholder of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The ~~minimum~~ number of shares of stock of this corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the board of directors of this corporation. The minimum capital with which this corporation shall begin business is One Thousand and No/100 (\$1,000.00) Dollars. No shareholder of this corporation shall sell or transfer any shares without the corporation being given first right of refusal. Such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, but not less than a majority of the outstanding shares of stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or

counted for any purpose at said meeting.

Upon the death of any shareholder such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE IV

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, ~~LAANED~~ on and managed by the officers of this corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer and any other officer as the Board of Directors may seem expedient. Any two or more offices except President, Vice-President, Secretary and Treasurer may be held by the same person.

ARTICLE V

The names and post office address of the original subscribers to these Articles of Incorporation, and the officers and members of the Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have qualified, are as follows:

Robert J. Barbour	779 Meadowside Ct. Orlando, FL 32825
Santiago Yran Tula	362 Rivera Terrace Waterford, MI 48328
Robert Perry Smith	362 Rivera Terrace Waterford, MI 48328
Alfonso Ruiz	4957 Hyde Park Dr. Troy, MI 48098

ARTICLE VI

The Registered Agent of this Corporation shall be: Elaine A. Barbour, whose address is 836 N. Highland Avenue, Orlando, FL 32803.

ARTICLE VII

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the numbers of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for election of directors with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them along the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE VIII

No contract or other transaction of this corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE IX

No holder of common stock of this corporation shall have any pre-emptive right to purchase or to subscribe to any new issues of any type of stock of the corporation, and no shareholder shall have any pre-emptive right to purchase or to subscribe to any such stock unless so permitted by a majority vote of the board of directors of this corporation. "New issues" shall be construed to mean any number of shares of the capital stock of this corporation originally authorized by these Articles of Incorporation of this corporation, but not initially issued, as well as any other shares of any kind subsequently authorized by these Articles of Incorporation or any amendment thereto.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the subscribers executed these Articles of Incorporation this the 6th day of January, 1996.



ROBERT J. BARBOUR

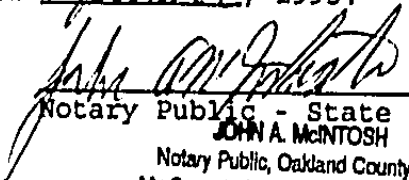
(SEAL)

STATE OF MICHIGAN

COUNTY OF Oakland

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Michigan to take acknowledgements, personally appeared ROBERT J. BARBOUR, to me known to be the persons described in the foregoing Articles of Incorporation or having identified himself as same through a Michigan drivers license B 666 745 367 093 and who executed the same and acknowledged before me that he subscribed his name to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6 day of September, 1995.



Notary Public - State of Michigan
JOHN A. MCINTOSH

Notary Public, Oakland County, MI

My Commission Expires Feb 28, 2000

(NOTARIAL
SEAL)



(SEAL)

SANTIAGO YRAN-TULA

STATE OF MICHIGAN

COUNTY OF Oakland

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Michigan to take acknowledgements, personally appeared SANTIAGO YRAN TULA, to me known to be the persons described in the foregoing Articles of Incorporation or having identified himself as same through a Michigan drivers license 7400 758 964 070 and who executed the same and acknowledged before me that he subscribed his name to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 6 day of September, 1995.

(NOTARIAL
SEAL)

John A. McIntosh
Notary Public - State of Michigan

JOHN A. McINTOSH

Notary Public, Oakland County, MI

My Commission Expires Feb. 28, 2000

My Commission Expires:

Robert Perry Smith
ROBERT PERRY SMITH

(SEAL)

STATE OF MICHIGAN

COUNTY OF OAKLAND

I HEREBY CERTIFY that on this day before me, a notary public
duly authorized in the State of Michigan to take
acknowledgements, personally appeared ROBERT PERRY SMITH, to me
known to be the persons described in the foregoing Articles of
Incorporation or having identified himself as same through a
Michigan drivers license 5530 745 680 351 and who
executed the same and acknowledged before me that he subscribed
his name to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 26 day of January, 1996.

(NOTARIAL
SEAL)

Jacqueline M. Marquis
Notary Public - State of Michigan

JACQUELINE M. MARQUIS

Notary Public - Oakland County, MI

MY COMMISSION EXPIRES 08/09/00

My Commission Expires: AUG. 9, 2000

Alfonso Ruiz
ALFONSO RUIZ

(SEAL)

STATE OF MICHIGAN

COUNTY OF Macomb

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Michigan to take acknowledgements, personally appeared ALFONSO RUIZ, to me known to be the persons described in the foregoing Articles of Incorporation or having identified himself as same through a Michigan drivers license R-20045015237 and who executed the same and acknowledged before me that he subscribed his name to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13 day of September, 1995.

Rosemary Cerini
Notary Public - State of Michigan

(NOTARIAL
SEAL)

My Commission Expires ROSEMARY CERINI

Notary Public, Macomb County MI
My Commission Expires Nov. 15, 1998
Acting in Wayne County, MI

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ORION SYSTEMS INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

Elaine A. Barbour
836 N. Highland Avenue
Orlando, FL 32803

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

DATED this 15 day of February, 1996.

STATE OF FLORIDA
COUNTY OF ORANGE

Elaine A. Barbour
ELAINE A. BARBOUR

BEFORE ME, the undersigned authority duly authorized in the State of Florida to administer oaths, personally appeared before me, Elaine A. Barbour, and having identified herself by Florida drivers license, deposes and says that she is the person who executed the foregoing and acknowledged before me that she subscribed to the foregoing.

SWORN TO AND SUBSCRIBED before me, this 15 day of February, 1996.

Pam Cavender
Notary Public - State of FL

My Commission Expires:

PAM CAVENDER
Notary Public, State of Florida
My Commission Expires April 1, 1996
No. 00100362