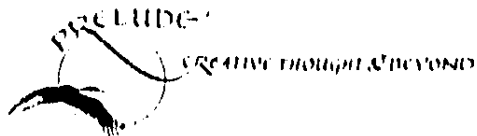


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James R. Williams, President 1210 Chrysanthe Drive
 (904) 775-7855 Indian Harbour Beach, FL 32937

Office Use Only

NUMBER(S), (if known):

1. _____
 (Corporation Name) (Document #)
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED STATE
 SECRETARY'S OFFICE
 65 MAY -2 PM 12:12

Examiner's Initials 5/9/96

CERTIFICATE OF INCORPORATION

FILED
STATE
INCORPORATIONS

96 MAY -3 PM 12:12

We, the undersigned, hereby make, subscribe, acknowledge, and file this certificate for the purpose of becoming a Corporation under the laws of the State of Florida.

1. The name of this Corporation shall be:

PRELUDE, INC.

2. The general nature of the business or businesses of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

- a) To engage in research and development and other types of computer or scientific services for any person or entity whatsoever, to perform industrial and non-industrial engineering services and/or maintenance services including product development and use of processes and computer programming in or other implement in any way connected with such services; to perform any and all other acts and things allowable under the laws of the State of Florida which may be profitable to the Corporation.
- b) To construct, erect, build, equip, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills and other structures and improvements of any kind or character whatsoever.
- c) To buy, sell or otherwise acquire, handle, lease and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways thereon.
- d) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.
- e) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in other

manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligation are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

- g) To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises, and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.
- h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.
- i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or any other corporation in which the Corporation may have an interest as a stockholder or otherwise.
- j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds or deeds of trust, or pledge of other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article 3 hereof.
- k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares in other corporations.
- l) To have one or more officers, conduct its business and promote its objects within and without the State of

Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

- m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects of the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendment thereof.
- n) In addition to the foregoing, the Corporation may engage in any activity or business permitted under laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner with powers of this Corporation.

3. The capital stock of this Corporation shall consist of 1,500 shares of common voting stock with a par value of \$5.00 per share, which stock will be fully paid and non-assessable. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

4. The amount of capital stock with which Corporation shall begin business shall be \$ 500.00 .

5. This Corporation is said to have perpetual existence.

6. The initial street address in Florida of the principal office of the Corporation shall be 1210 Cheyenne Drive,
Indian Harbour Beach, Florida 32937 .

7. The number of its Directors shall be -0-, but the by-laws may provide for such increase or decrease in number thereof as is provided by law.

8. This corporation shall not have a Board of Directors but shall be managed by its stockholders pursuant to Chapter 608,

Part 2 of the Florida Statutes and in particular Section 608.72.

This corporation shall be a close corporation.

9. The names and street addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take are as follows:

| NAME | ADDRESS | SHARES | CONSIDERATION |
|-------------------|--|--------|---------------|
| JAMES R. WILLIAMS | 1210 Cheyenne Drive Indian Harbour Beach Florida 32937 | 100 | \$500.00 |

The proceeds of the stock subscribed for will be at least as much as the amount necessary for doing business.

10. The business of the corporation shall be conducted by the following officers who shall hold office until their successors are chosen:

President - JAMES R. WILLIAMS
Vice President -

Secretary - JAMES RICHARD WILLIAMS
Treasurer -

11. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as as part of the Certificate of Incorporation:

- a) The Board of Directors from time to time shall determine whether and to what extent, and at which time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.
- b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
- c) The Directors may prescribe a method or methods for replacement of lost certificates, and to prescribe reasonable conditions by way of security upon the issue of new certificates thereof.
- d) The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article 9 hereof to any person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance or such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the

State of Florida, and the execution of the necessary instruments of assignment.

- e) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director of officer or are directors or officers of such other corporations, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.
- f) Unless otherwise determined by the Board of Directors no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof, nor unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants of other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.
- g) That the corporation being formed hereby has named the following person or entity as its agent to accept service of process within the State of Florida:

JAMES R. WILLIAMS, 1210 Cheyenne Drive,
Indian Harbour Beach, Florida 32937

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of April, 1996.

James R. Williams (SEAL)

James R. Williams (SEAL)

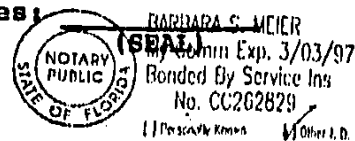
STATE OF FLORIDA
COUNTY OF BREVARD

NOTARY PUBLIC
STATE OF FLORIDA
96 MAY -3 PM 12:12

BE IT REMEMBERED that on this 26th day of April, 1996, personally appeared before me, a Notary Public, in and for the State of Florida at Large, JAMES R. WILLIAMS and JAMES RICHARD WILLIAMS, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged and said Certificate to be the free act and deed of the signers, respectively, for the uses and purposes therein set forth.

Barbara S. Mcier
Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.

BY:

James R. Williams
Resident Agent