



ANALYTICAL RESEARCH SYSTEMS, Inc.

"Serving the Scientific & Engineering needs of Government, Academia, & Industry"

P.O. Box 140218 GAINESVILLE, FLORIDA 32614 USA

TELE 352.466.0051
FAX 352.466.0055

Florida Department of State
Division of Corporations
409 E. Gaines St. / P.O. Box 6327
Tallahassee, FL 32399
(904).487.6052

Date: 21 June 1996

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-06/25/96--01095--0006
****131.25 ****131.25

Re: New Florida profit corporation filing of ANALYTICAL RESEARCH SYSTEMS, Inc.

To Whom It May Concern;

Enclosed please find one (1) original and two (2) copies of the Articles of Incorporation of the new corporation ANALYTICAL RESEARCH SYSTEMS, Inc., together with a check for the amount \$131.25 which includes the following fees:

\$ 35.00	Filing Fee
\$ 35.00	Designation of Registered Agent Fee
\$ 52.50	Certified copy of Articles (2nd copy enclosed)
\$ 8.75	Certificate of Corporate Status
Total Fees PAID \$ 131.25	ARS Chk# 1097 / 6-20-96

Please mail back the Certified copies and certificates to our corporation's official mailing address below.

RETURN MAILING ADDRESS:

Thank You So Much,

Ara Manukian
President of ARS, Inc.

Ara Manukian
ANALYTICAL RESEARCH SYSTEMS, Inc.
P.O. Box 140218
Gainesville, Florida 32614-0218 USA

Tel: (352).466.0051
FAX: (352).466.0055

FILED
96 JUN 21 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/26/96
ID

ORIGINAL

(ARS, Inc. / Page 1 of 8)

**ARTICLES of INCORPORATION
of
ANALYTICAL RESEARCH SYSTEMS (ARS), Inc.**

EFFECTIVE DATE

The undersigned, acting as Incorporators under the provisions of Florida Statutes, Chapter 607, in the State of Florida, United States of America, hereby adopt the following Articles of Incorporation:

**ARTICLE I
Corporate Name:**

The name of this corporation shall be: ANALYTICAL RESEARCH SYSTEMS, Inc.

**ARTICLE II
Effective Date of Incorporation:**

Pursuant to section 607.0123, Florida Statutes, the effective date for which this corporation will commence all business activities within the State of Florida will be: July 1, 1996 A.D.

**ARTICLE III
Terms of Duration:**

This corporation shall exist perpetually until dissolved according to laws of the State of Florida.

**ARTICLE IV
Registered Principal Office:**

The initial **principal address** and physical place of business of this Corporation shall be:

Analytical Research Systems, Inc.
Route 2 - Box 83 / Highway US 441
Micanopy (Alachua County), Florida 32667 USA
TEL: (352).466.005 / FAX: (352).466.0055

The official **mailing address** of this Corporation for all correspondence shall be:

Analytical Research Systems, Inc.
P.O. Box 140218
Gainesville, Florida 32614-0218 USA

FILED
95 JUN 24 PM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Powers of the Corporation:

This Corporation may engage in any legal activity or business permitted under the laws of the United States of America and of the State of Florida, and pursuant to section 607.1904, Florida Statutes, are hereby implicitly granted all statutory powers of a Corporation as allowed by the State of Florida.

ARTICLE VI
Purposes of the Corporation:

The **primary purpose** of this Corporation is to make profit through lawful business by selling any products and/or technologies (developed internally or externally), and/or by offering professional, scientific, engineering, and technical services by its employees or subcontractors in the form of consultation or by performing technical work for a fee to the general scientific community or any research organization, in any field of science, in government, academia and private industry throughout the United States and the international markets as permitted by commerce laws of the United States of America, and the State of Florida, and approved by the Board of Directors.

The **secondary purpose** of this Corporation is to conduct internal basic research in any field of science, for the development of new products and/or technologies for purposes of sale, or for the interest of any paying customer or client, or for the benefit of mankind as approved by the Board of Directors. Sources of funding for approved basic research and development projects will be obtained from monies received by direct sales of products and services made by the Corporation and/or from research grants awarded to the Corporation or its employees by any outside agency, institution, or individual as approved by the Board of Directors.

ARTICLE VII
Initial Registered Agent and Office:

Pursuant to sections 607.0501 and 607.0505, Florida Statutes, the name of the initial registered agent of this Corporation and the physical address for the initial registered agent office of this Corporation, where legal process may be served is:

Lloyd S. Manukian, Esq.

1534 Kingsley Avenue
Orange Park, Florida 32073 USA

TEL: (904).264.0700
FAX: (904).278.1939

ARTICLE VIII

Incorporators:

The names and addresses of the incorporators making and signing these Articles of Incorporation are:

Ara Manukian

3857 SW 1st Avenue
Gainesville, Florida 32607 USA

Rudolph Strohschein

Route 2 (Highway US 441) - Box 83
Micanopy, Florida 32667 USA

Lloyd S. Manukian

7701 Baymeadows Circle West #1142
Jacksonville, Florida 32256

ARTICLE IX

Initial Capital Stock:

The aggregate number of shares of stock which this Corporation shall have authority to have outstanding at any one time shall be TEN THOUSAND (10,000) shares of Common Stock, each with a par value of ONE-HALF (1/2) U.S. DOLLAR (\$0.50), and shall be designated "Common Shares".

ARTICLE X

Initial Issuance (Ownership) of Capital Stock:

Of the initial ten thousand (10,000) shares of allocated Common Stock, seven thousand (7,000) shares is issued and divided among all the original incorporators for reward of personal contributions in assets and/or services to the formation of Analytical Research Systems, Inc., in the proportions listed below, which reflects the initial ownership of the Corporation as of its founding date, as agreed upon by all the incorporators; with three thousand (3,000) shares of common stock remaining unissued.

Furthermore, in the event of any incorporator(s) wishing to sell, trade or give away any portion, or all of their owned stock, they must first offer those portions of stock back to any one or all of the original incorporators, and have their refusal prior to giving or selling said stock to any other person(s). This refusal must be in writing and signed by all remaining original incorporators who choose not to accept the available stock being offered. In the advent of the unexpected death by any original incorporator, his remaining stocks will be equally divided among the remaining original incorporators, unless prior arrangements had been made which were approved in writing by all the original incorporators.

The following shares of the common stock are initially issued to the following incorporators:

Ara Manukian	3,290 shares out of 7,000 issued	47.0 % ownership of ARS, Inc.
Rudolph Strohschein	3,290 shares out of 7,000 issued	47.0 % ownership of ARS, Inc.
Lloyd S. Manukian	420 shares out of 7,000 issued	6.0 % ownership of ARS, Inc.
	7,000 shares initially issued	100.0 % of all issued stocks

ARTICLE XI
Initial Board of Directors (BOD):

This Corporation, pursuant to section 607.0801, Florida Statutes, shall be managed by its board of directors (BOD), which shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time as allowed by the By-Laws of the Corporation, but shall never be less than one (1). The directors will serve their office without direct compensation (salary), however they may be reimbursed for any reasonable and necessary expenses incurred in the performance of their duties as provided for in the By-Laws. The directors will be elected annually by majority vote from all shareholders of common stock of the corporation by process specified in the By-Laws of the Corporation, and may also be removed at any time by majority vote of all shareholders. The Chairman of the BOD is elected annually by majority vote from within the BOD membership.

The names and addresses of the initial Board of Directors and Chairman are:

Chairman:	Ara Manukian	3857 SW 1st Avenue Gainesville, Florida 32607 USA
	Rudolph Strohschein	Route 2 - Box 83 / Highway US441 Micanopy, Florida 32667 USA
	Lloyd S. Manukian	7701 Baymeadows Circle West #1142 Jacksonville, Florida 32256 USA

ARTICLE XII
Powers of the Board of Directors (BOD):

The authorized powers granted to the board of directors (BOD) by these articles are listed below, in addition to any powers that may be authorized to the BOD by the By-Laws of the Corporation:

- 1) The power to manage the business of the corporation as they determine;
- 2) The power to fill vacancies on the BOD between scheduled shareholder elections;
- 3) The power to elect officers for the corporation and fix their compensation and term, and remove them with or without cause at any time for the best interests of the Corporation;
- 4) The power to adopt and amend By-Laws to the corporation which then must be approved by a majority vote of the shareholders of common stock before taking affect;
- 5) The power to initiate fundamental change, subject to final approval by the shareholders;
- 6) The power to issue stock previously authorized but unissued; and
- 7) The power to declare dividends.

ARTICLE XIII

Director Reliance on Corporate Records:

Any Director has the right to inspect the Corporation's books and records at any time with reasonable notice and has the right to rely reasonably on reports and statements furnished by officers, management, professionals or experts officially representing the Corporation. A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the Chief Financial Officer having charge of the books of account, or certified by an independent or Certified Public Accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of ample value.

ARTICLE XIV

Interested Directors:

A. No contract or other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes:

- (1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transactions by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or
- (2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders;
- (3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which approves such contract or transaction.

ARTICLE XV

Long Term Employment Contracts:

The Board of Directors may authorize the Corporation to enter into any employment contracts with any executive officer of the Corporation for periods longer than one (1) year, with or without guaranteed compensation, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI
Initial Corporate Officers:

This Corporation shall always maintain a minimum of four (4) executive officer positions consisting of President, Vice-President, Secretary, and Treasurer which must be filled by a minimum of two (2) persons at any time. No one (1) person shall maintain responsibility for all four (4) positions at any time. It will be the responsibility of the board of directors (BOD) to appoint an interim officer or assign the responsibilities of that position to an individual(s) in the advent of a vacancy of any executive position, until a formal election meeting and appointment of office can be made by a majority vote by the BOD for that vacant officer position. It is up to the discretion of the BOD to offer any employment contract, with any conditions, to any elected officer; however, it is not a requirement for an officer to be compensated by guaranteed salary. The acceptance of an executive officer position by any individual, must be made by written binding contract for a specified duration with acknowledgment of compensation, if any, and responsibilities of position as stated by the By-Laws of the Corporation and any additional conditions in the employment contract, by the individual accepting office. The BOD may terminate any executive officer at any time, for any reason, by majority vote.

The initial Corporate executive officers, as of the official starting date of this Corporation, will consist of the original incorporators in the following positions, until the first annual officer election meeting is held by the BOD, as governed by the rules specified in the By-Laws, which must occur within a period of one (1) year from the start of the Corporation. The initial executive officers are:

President:	Vice President:	Secretary:	Treasurer:
Ara Manukian	Rudolph Strohschein	Lloyd Manukian	Ara Manukian

The official duties and responsibilities of all executive officers are granted by the corporate By-Laws, the implicit powers granted by the State of Florida for each position within a corporation, and by any special clauses or provisions within each employment contract. No action or provision may contradict a power or regulation provided for in the Corporate By-Laws as accepted by the BOD and shareholders.


ARTICLE XVII
Pre-emptive Rights:

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE XVIII
Amendments:

The Articles of Incorporation may be amended in the manner provided by Florida law. Each amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators of this Corporation officially execute these Articles of Incorporation and certifies to the truths of the facts herein stated, on this 21st day of June, 1996 A.D.


ARA MANUKIAN


RUDOLPH STROHSCHIEIN

ORIGINAL


LLOYD S. MANUKIAN

ORIGINAL

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ACKNOWLEDGMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE VII hereof, has executed the following acknowledgment accepting said office and agreeing to comply with the provision of Chapter 48.091, Section 607.0501, Florida Statutes, for ANALYTICAL RESEARCH SYSTEMS, Inc., submits the following statement in designating the registered office/registered agent in the State of Florida:

I, LLOYD S. MANUKIAN, having been named to accept service of process for the above stated Corporation, at the place designated in ARTICLE VII hereof, hereby accept the appointment as registered agent for the corporation Analytical Research Systems, Inc., and to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

6/21/96
DATE:

(Signed):

Lloyd S. Manukian
LLOYD S. MANUKIAN, Esq.
Registered Agent
Attorney at Law

FILED
96 JUN 24 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared LLOYD S. MANUKIAN, to ME well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before ME that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Orange Park, Clay County, Florida,

on this 21 day of June, 1996 A.D.

NOTARY RUBBER STAMP / SEAL:



LISA M. STARLING
MY COMMISSION # 00263346 EXPIRES
January 18, 1997
FORGED BY LLOYD S. MANUKIAN, INC.

Signed:

Lisa M. Starling
Notary Public, State of Florida

Lisa M. Starling
Printed Notary Name:

My Commission Expires: 1/18/97