

1201 HAYS STREET
TALLAHASSEE, FL 32301-2307
904-222-0001
904-222-7393 FAX
800-342-8086

P96000097309



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 172151 9029A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : December 2, 1996

ORDER TIME : 3:13 PM

ORDER NO. : 172151-005

CUSTOMER NO: 9029A

000002017480--1

CUSTOMER: Ms. Leanne Wagner
FRANK EFFMAN WEINBERG & BLACK,
P.A.
Second Floor
8000 Peters Road
Plantation, FL 33324

DOMESTIC FILING

NAME: COUNTERMEASURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: DEC 3 1996

BSB

FILED
96 DEC -3 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC -3 AM 8:25
DIVISION OF CORPORATION

FILED

96 DEC -3 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COUNTERMEASURES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
COUNTERMEASURES, INC.

The address of the principal office of this corporation shall be c/o Second Floor, 8000 Peters Road, Plantation, Florida 33324, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 400 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Second Floor, 8000 Peters Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is of the corporation at that address is Steven A. Weinberg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Gary Cowart	c/o Second Floor, 8000 Peters Road
Dir./Pres./Sec./Treas.	Plantation, Florida 33324

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on December 2, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACG/kbr

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: COUNTERMEASURES, INC.

2. The name and address of the registered agent and office is:

STEVEN A. WEINBERG

(Name)

Second Floor, 8000 Peters Road

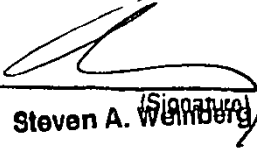
(P.O. Box or Mail Drop Box **NOT** acceptable)

Plantation, FL 33324

(City/State/Zip)

FILED
96 DEC -3 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 position as registered agent.


Steven A. Weinberg

12-3-96
(Date)