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MARK WELTON & ASSOCIATES, P.A.

1078 Fendon Boulevard South • Suite B

Crestview, Florida 32536

*Also admitted in Alabama

*Blessed is the man that
walketh not in the counsel of the
ungodly... But his delight
is in the Law of the Lord.
Psalms 1:1,2*

Mark H. Welton*

Gary E. Lundy, Associate Attorney

Nancy Andujar, Paralegal Specialist

TELEPHONE: (904) 682-2120

(904) 682-0102

TELECOPIER: (904) 689-0706

February 6, 1997

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

200002085042--4
-02/12/97-01049-004
*****70.00 *****70.00

**Re: Bailey Research & Development, Inc.
Articles of Incorporation**

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent for service of process on the above-captioned corporation. It is our wish that the corporate existence of the corporation begin on as soon as filed.

Please process these documents accordingly and return the certificate to the above address.

Included herewith is a check in the amount of \$70.00 to cover the Filing Fee.

Sincerely,

Mark H. Welton

Enclosures

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TALLAHASSEE, FLORIDA

F. 0420001 FEB 14 1997

ARTICLES OF INCORPORATION
OF
BAILEY RESEARCH & DEVELOPMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is **Bailey Research & Development, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1509 Texas Pkwy, Crestview, Florida 32536.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the Research and Development of Electronic, chemical and organizational engineering.
2. To transact any other lawful business for which corporations may be incorporated

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under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is to be determined by the Shareholders from time to time and may change upon the vote of not less than 2/3 of the outstanding shares. Such shares shall be of a single class of common stock.

ARTICLE SIX

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Shareholders of this corporation.

ARTICLE SEVEN

POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE NINE

ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation

to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE TEN

INCORPORATORS

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

Mike Bailey
1509 Texas Pkwy
Crestview, Florida 32536

ARTICLE ELEVEN

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

Mike Bailey
1509 Texas Pkwy
Crestview, Florida 32536

ARTICLE TWELVE

RESTRICTION OF TRANSFER OF STOCK

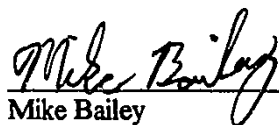
Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation. Should the Shareholders fail to have a written agreement, then the following shall be ruling. Stock price shall equal the book value determined by the corporate CPA. The time shall be 60 days for purchase from the date the selling Shareholder gives written notice to all other Shareholders. Should any Shareholder fail to meet the terms within the time and price after receiving written notice from the selling Shareholder, his/her/their failure shall be treated as a waiver of his/her/their first right of refusal.

ARTICLE THIRTEEN

AMENDMENTS

The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 29 day of JANUARY, 1997.


Mike Bailey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*


Mike Bailey