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March 19, 1997

REPLY TO:

Murrell Road

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

500002121095--5  
-03/24/97-01005--003  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of  
Emerald Management & Consulting Services, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Emerald Management and Consulting Services, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

  
Kenneth C. Crooks

/mr  
Enclosures (3)

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FILED  
97 MAR 24 AM 9:32  
TALLAHASSEE, FLORIDA

P. CHESNAR MAR 27 1997

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ARTICLES OF INCORPORATION  
OF  
EMERALD MANAGEMENT & CONSULTING SERVICES, INC.

FILED  
97 MAR 24 AM 9:32  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **EMERALD MANAGEMENT & CONSULTING SERVICES, INC.**

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 511 Royston Lane, Melbourne, Florida 32940. The mailing address of the Corporation shall be 511 Royston Lane, Melbourne, Florida 32940.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 7380 Murrell Road, Suite 100, Melbourne, Florida, 32940. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is KENNETH C. CROOKS. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Suzanne E. Schmitt	511 Royston Lane Melbourne, FL 32940

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Suzanne E. Schmitt	511 Royston Lane Melbourne, FL 32940
Don Kirwan	511 Royston Lane Melbourne, FL 32940


#### ARTICLE IX - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 19th day of March, 1997.

  
SUZANNE E. SCHMITT

FILED  
97 MAR 24 AM 9:32  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

KENNETH C. CROOKS

Date: March 19, 1997

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TALLAHASSEE, FLORIDA