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

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Re: U.S. Technology Consortium, Inc.

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above, together with our check in the sum of \$122.50 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

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ARTICLES OF INCORPORATION
OF
U.S. TECHNOLOGY CONSORTIUM, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is U. S. TECHNOLOGY CONSORTIUM, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 400 South Babcock Street, Suite 400, Melbourne, FL 32901.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation has authority to issue is 10,000, divided into 5,000 shares of preferred stock with a value of \$500.00 per share (referred to as "Preferred Stock") and 5,000 shares of common stock with no par value (referred to as "Common Stock").

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The board of directors may, except as otherwise provided below, by resolution from time to time, classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of Preferred Stock.

2. No holder of stock of the Corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or subsequently authorized to be issued, or shares of the stock, held in the treasury of the corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.

3. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the Preferred Stock shall be entitled to receive \$500.00 in cash for each preferred share, together with an amount in cash equal to accrued and unpaid dividends to the date of such payment, before any distribution of the assets of the Corporation shall be made to the holders of Common Stock. After payment shall have been made in full to the holders of the outstanding Preferred Stock or funds necessary for payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be available for payment, the

holders of the outstanding Preferred Stock shall be entitled to no further participation in such distribution of the assets of the Corporation and the remaining assets of the Corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable as described above among the holders of the Preferred Stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the Corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the Corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the Corporation" within the meaning of this paragraph.

4. The holders of shares of Preferred Stock and the holders of shares of Common Stock shall possess full voting rights and powers on all matters voted on by the stockholders of the Corporation (including the election of Directors), shall be entitled to notice of stockholders' meetings and shall vote together. Each holder of Common Stock shall be entitled to one vote for each share held. Each holder of Preferred Stock shall be entitled to such voting rights as shall be fixed by the board of directors but in no event more than one vote for each share held.

ARTICLE V

The initial street address of the Corporation's registered office is 700 South Babcock Street, Suite 400, Melbourne, FL

32901. The initial registered agent for the Corporation at that address is WILLIAM C. POTTER.

ARTICLE VI

The initial board of directors shall consist of at least one member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
William C. Potter	700 South Babcock Street Suite 400 Melbourne, Florida 32901

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
William C. Potter	700 South Babcock Street Suite 400 Melbourne, Florida 32901

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

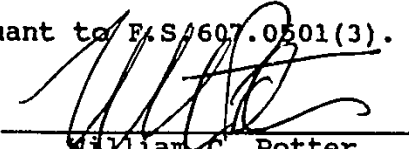
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this ^{24th} day of April, 1997.



William C. Potter

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for U. S. TECHNOLOGY CONSORTIUM, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



William C. Potter

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