

P 97 0000 4344 6



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 393605 6469C

AUTHORIZATION :

*Patricia Pizguet*

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1997

ORDER TIME : 2:06 PM

ORDER NO. : 393605-005

CUSTOMER NO: 6469C

CUSTOMER: Mr. Erik P. Shuman  
MAGUIRE VOORHIS & WELLS, P.A.

900002180569--3

Suite 303  
1499 S. Harbor City Boulevard  
Melbourne, FL 32901

DOMESTIC FILING

NAME: SOLUNET GOVERNMENT SERVICES  
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

*97 MAY 15 PM 4:40*  
*3/16/97*

FILED  
STATE  
RECORDS



1591 Robert J. Conlan Blvd

Suite 100

Palm Bay, Florida 32905

407/676-7947

Toll Free 800/795-2814

Fax 407/676-0809

May 8, 1997

Florida Department of State  
Corporations Division

Re: Consent for Incorporation of Solunet Government Services  
Group, Inc. by Solunet, Inc.

To Whom It May Concern:

Solunet, Inc. hereby consents to the incorporation of Solunet  
Government Services Group, Inc. as a new Florida corporation  
including the word "Solunet" in its corporate name. Solunet  
Government Services Group, Inc. will be a "sister corporation" to  
Solunet, Inc. and will be owned by the same shareholders.

Should you have any further questions in connection with this  
matter or require any additional documentation, please contact the  
undersigned.

SOLUNET, INC.

By: 

Michael Wertheimer  
Its: Vice President

FILED  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
MAY 10 1997  
PALM BEACH, FLORIDA

ARTICLES OF INCORPORATION

OF

SOLUNET GOVERNMENT SERVICES GROUP, INC.

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I

Name. The name of this corporation is:

SOLUNET GOVERNMENT SERVICES GROUP, INC.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, FL 32905.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

FILED  
SECRETARY OF STATE  
CORPORATIONS  
SECTION

#### ARTICLE VII

Number of Directors. This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE VIII

Initial Board of Directors. The name and street address of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Helen Wertheimer	1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, FL 32905
Michael Wertheimer	1591 Robert J. Conlar Blvd., Suite 100, Palm Bay, FL 32905

#### ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Helen Wertheimer	1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, FL 32905

#### ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set her hand and seal and she acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9<sup>th</sup> day of May 1997.

  
\_\_\_\_\_  
HELEN WERTHEIMER  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SOLUNET GOVERNMENT SERVICE GROUP, INC., 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.

DATED this 15<sup>th</sup> day of May 1997.

CORPORATION SERVICE COMPANY

By: Nicholas D. Skipper  
Its: Registered Agent

FILED  
STAFF