

Attilio Framarini
3415 Austin Street
Sarasota, Florida 34231

June 25, 1997

D97000058348

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

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-07/01/97--01076--002
****122.50 ****122.50

C-Corporation
Articles of Incorporation, Inc.
Systems Engineering & Consulting, Inc.

Gentlemen:

Enclosed please find my check in the amount of \$122.50 to cover the filing fees for the
aforementioned Articles of Incorporation.

If further information is required, please do not hesitate to contact me at the address above.

Thanking you in advance for your prompt and expedient attention in this matter.

Sincerely,



Attilio Framarini

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Articles of Incorporation
of
Systems Engineering & Consulting, Inc.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be **Systems Engineering & Consulting, Inc.** The principal place of business of this corporation shall be as follows:

Corporate Address:
3415 Austin Street
Sarasota, FL 34231

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on July 1, 1997.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct 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 IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from pre-emptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

ARTICLE V

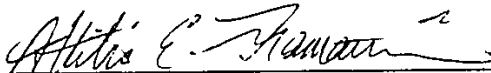
REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address:

Attilio Framarini
3415 Austin Street
Sarasota, FL 34231

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Attilio Framarini,
Registered Agent

ARTICLE VI
BOARD OF DIRECTORS

The corporation shall have a Board of Directors of One (1) director(s) initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name(s) and address(es) of the person(s) who shall serve as the initial director(s) of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address:

Attilio Framarini
3415 Austin Street
Sarasota, FL 34231


ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address:

Attilio Framarini
3415 Austin Street
Sarasota, FL 34231

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 25 day of June, 1997.



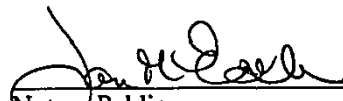
Incorporator

STATE OF FLORIDA

COUNTY OF Manatee

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Attilio Framarini, to be the person described in and personally known to me, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of June, 19 97.


Notary Public

My commission expires:

