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WOLFE, YOUNG, O'BAKER & COMPANY

Accountants & Tax Consultants

101 Sunnyside Road
Casselberry, Florida 32707

Ph # (407) 339-9000
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August 18, 1997

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

Re: **Bates Engineering Corporation**

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-08/20/97--01052--006
*****78.75 *****78.75

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

FILED
97 AUG 20 PM 12:24
DIVISION OF STATE
TALLAHASSEE, FLORIDA

P. 01-1000000 AUG 21 1997

**ARTICLES OF INCORPORATION
OF
BATES ENGINEERING CORPORATION**

Article I - Name

The name of the corporation is: **Bates Engineering Corporation**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact 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

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 3160 Carisudo Court, Orlando, Florida 32812-7329 and the mailing address of the initial registered office of this corporation is: P.O. Box 720995, Orlando, Florida 32872-0995. The name of the initial registered agent of this corporation is: Lawrence M. Bates at 3160 Carisudo Court, Orlando, Florida 32812-7329.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Lawrence M. Bates, 3160 Carisudo Court, Orlando, Florida 32812-7329.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:
Lawrence M. Bates, 3160 Carisudo Court, Orlando, Florida 32812-7329.

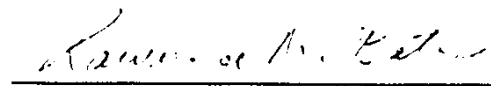
Article IX - Initial Officer

The name and address of initial officer shall be: Lawrence M. Bates, 3160 Carisudo Court, Orlando, Florida 32812-7329 - President/Secretary/Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 15th day of August A.D., 1997.



Lawrence M. Bates - Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Lawrence M. Bates**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

Lawrence M. Bates

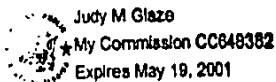
Lawrence M. Bates

Form of I.D. Passport

I.D. # 044268007

Expiration FEB 2005

SWORN and SUBSCRIBED to before me this 15th day of August,
A.D., 1997.



Judy M. Glaze

Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in compliance with Section 48.091,
Florida Statutes.

Bates Engineering Corporation, a corporation organized under the laws of the
State of Florida, with its principal office at: 3160 Carisudo Court, Orlando,
Florida 32812-7329, has named **Lawrence M. Bates**, at that address, as its
Agent to accept service of process within this State.

Bates Engineering Corporation

BY: Lawrence M. Bates
Lawrence M. Bates
Incorporator

FILED
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TALLAHASSEE, FLORIDA

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Lawrence M. Bates
Lawrence M. Bates
Registered Agent