

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P970000080962

AXCY'S Technology
Group

EFFECTIVE DATE

09-10-97

J. Nedeau SEP 18 1997

DELLA _____ GAVE
INITIALIZATION BY PHONE TO
CORRECT EFF. DATE
DATE 9-18-97
DOC. EXAM 9N

Signature _____

Requested by: Don 9/17 12:45
Name Date Time

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97 SEP 17 PM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
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DIVISION OF CORPORATION

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Name Reservation _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☒ Annual Report / Reinstatement _____
☐ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Of
AXCYS TECHNOLOGY GROUP INC.

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation (the "Articles") for the purpose of forming a business corporation under and by virtue of Chapter 607 of the Statutes of the State of Florida.

FIRST: The **name** of this corporation is **Axcys Technology Group Inc. (the "Corporation")**.

SECOND: The Corporation is to have **perpetual existence**, which shall commence **effective September 10, 1997**.

THIRD: The **Principal Office** of the Corporation is located at 2320 Third Street S., Jacksonville Beach, Florida 32250. The **Mailing Address** is the same.

FOURTH: The street address of the **Registered Office** of the corporation is **800-C Third Street, Neptune Beach, Florida 32266**, and the name of the **Registered Agent** of the Corporation at that address is **Richard Clinton Keene**.

FIFTH: The **general nature of the business** or businesses to be transacted shall be to do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles, or necessary or incidental to the benefit and protection of the Corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida, including but not limited to:

- (a) To engage in general business and computer technology assistance, on a commercial level; to design and install computer software programs, for all manner of commercial, educational, medical, legal and professional organizations;
- (b) To issue bonds, debentures or obligations of the Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;
- (c) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, within or without the State of Florida;

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- (d) To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to the Corporation;
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by, any other corporation of this state or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock;
- (f) To acquire, to pay for in cash, stock or bonds of the Corporation or otherwise, the goodwill, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation;
- (g) To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital, and further provided that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote;
- (h) To contract debts and borrow money at such rates of interest, and upon such terms as this Corporation or its board of Directors may deem necessary or expedient and shall authorize or agree upon, and to issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and to execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient; and
- (i) To make gifts for educational, scientific or charitable purposes.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

SIXTH: (a) The maximum number of shares of Common Stock that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each. The capital stock of the Corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue code of 1986, as amended, which plan the directors, officers and stockholders of the Corporation are authorized to adopt.

(b) As a Small Business Subchapter S (U.S.C.1361(b)) corporation, the number of shareholders shall never be more than thirty-five (35).

SEVENTH: The **minimum amount of capital** with which the corporation will begin business is Two Thousand Dollars (\$2,000.00).

EIGHTH: (a) Each share of stock shall be **restricted as to transferability**, such that they may initially be sold to or acquired by only other existing shareholders of the Corporation; thereafter, upon refusal to buy or acquire by each existing shareholder, the shares may be sold or offered for sale upon general market conditions.

(b) Every stockholder shall have a **preemptive right** to acquire pro rata additional shares when issued or authorized, including treasury shares. Upon issue, such shares shall be restricted as in Paragraph (a).

(c) The corporation may award shares of treasury stock to key employees, which, upon issue shall be subject to the limitations of Paragraph (a).

NINTH: (a) The **number of directors** shall not be less than one (1), but may be such greater number as may be elected by the stockholders from time to time.

(b) The name(s) and post office address(es) of the member(s) of the first **Board of Directors**, who shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified, is/are:

NAME(S)

POST OFFICE ADDRESS(ES)

Michael J. Charest

1858 Beachside Court
Atlantic Beach, Florida 32233

(c) As long as the shareholders do not exceed ten (10) in number, the business of the Corporation shall be managed by the shareholders without necessity of maintaining a formal board.

TENTH: In furtherance, and not in limitation, of the powers conferred herein or by statute, the **Board of Directors** is expressly authorized:

(a) To make and alter the Bylaws of the Corporation, adopted even date herewith; provided, however, that as a Subchapter S corporation, all affairs of the Corporation may be handled informally, by vote(s) of the shareholder(s) at any meeting, and notice of such meetings shall be deemed waived if there are less than ten (10) shareholders.

(b) To fix the amount to be reserved as working capital over and above its capital stock paid in.

(c) To determine and fix the compensation of officers, directors, agents and employees of the Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program, or any medical/dental reimbursement or payment plan(s), or any other benefit plan or program, and to determine the contributions to be made by the Corporation thereto; to enter into employment contracts with officers, directors, agents and employees of the Corporation. and to provide therein for regular compensation, bonuses, deferred compensation, medical/dental and/or retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon, and shall not affect the validity of any action of the Board of Directors in respect of such matters.

(d) In accordance with the provisions of Florida Statutes, and as limited by Article Ninth hereof, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

(e) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; no stockholder shall have any right of inspecting any account, book or document of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

(f) Pursuant to the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.

(g) The Corporation may in its Bylaws limit or confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ELEVENTH: (a) Both stockholders and directors shall have the power, if the Bylaws so provide, to hold their meetings, and to have one or more offices, within or without the State of Florida, and to keep the books of the Corporation (subject to the provisions of applicable statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the Board of Directors.

(b) Any action of the stockholders of the Corporation may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all shareholders. All such consents shall be filed with and maintained as part of the Corporation Records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting.

(c) Action taken by the Board of Directors without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

(d) Any meeting of the shareholders or Board of Directors may be held via electronic conferencing (telex or video).

TWELFTH: The **Officers** of the Corporation shall include a President and such other officers, assistant officers, and agents as may be approved by the Board of Directors from time to time. Officers, agents and factors shall be chosen in such manner, hold their office for such term, and have such powers and duties, as may be prescribed by the Bylaws or determined by the Board of Directors. Any person may hold two or more offices.

The names, titles and post office addresses of the initial Officer(s) of the Corporation is/are as follows:

<u>NAME(S)</u>	<u>POST OFFICE ADDRESS(ES)</u>
Michael J. Charest President	1858 Beachside Court Atlantic Beach, Florida 32233

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FOURTEENTH: The names and post office addresses of each of the Incorporator(s) and **subscriber(s) of these Articles** is/are as follows:

<u>NAME(S)</u>	<u>POST OFFICE ADDRESS(ES)</u>	Percentage
Michael J. Charest	1858 Beachside Court Atlantic Beach, Florida 32233	100%

Signed, sealed and delivered in
the presence of:


Print Name: Laila H. Mortimer


Print Name: C. W. Pace

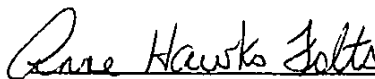
SUBSCRIBER/INCORPORATOR:


Michael J. Charest

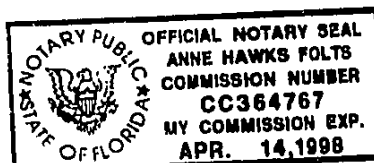
STATE OF FLORIDA,
COUNTY OF DUVAL, Ss:

BE IT REMEMBERED, that on this 12 day of September, 1997,
personally appeared before me, a Notary Public for the State of Florida, Michael J.
Charest, a party to the foregoing Articles of Incorporation, ☒ known to me personally
to be such, or ☐ proven to me by satisfactory legal evidence (driver's license, et al.) to
be such, who acknowledged the foregoing Articles to be his free act and deed and that the
facts stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.


Notary Public SEAL:

My commission: _____.



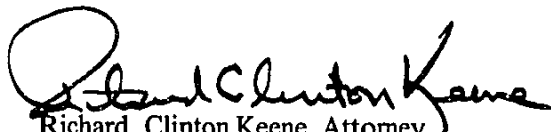
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITH THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 607.0501, Florida Statutes ("the Act"), the following is submitted in compliance with said Act:

That AXCYS Technology Group Inc., desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 2320 Third Street South, City of Jacksonville Beach, County of Duval, State of Florida, has named Richard Clinton Keene, Attorney, 800-C Third Street, Neptune Beach, Florida 32266, as its Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named Resident Agent, to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity, and agree to comply with the provisions of all statutes relative to keeping open said office and the proper, complete performance of such duties, being familiar with such duties and obligations.


Richard Clinton Keene, Attorney
800-C Third Street
Neptune Beach, Florida 32266

Dated: Sept. 12, 1997

FILED
97 SEP 17 PM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09-10-97