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COURTENAY, FORSTALL, HUNTER & FONTANA, L.P.  
(A LIMITED LIABILITY PARTNERSHIP)  
730 CAMP STREET  
NEW ORLEANS, LOUISIANA 70130

FILED

OCT -7 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CHARLES V. GUILBAULT  
(1933 - 1993)

FRANCIS A. COURTENAY, JR. \*  
TERRENCE C. FORSTALL \*  
JOHN S. HUNTER \*  
WAYNE J. FONTANA \*  
JOHN M. DAVES \*\*  
DONALD J. VOLPI, JR.  
DARYL J. DAIGLE \*\*  
WILLIAM J. SOMMERS, JR. \*\*  
RICHARD L. SEELMAN †  
PHILIP S. BROOKS, JR.  
ROBERT J. DAIGRE

\* A PROFESSIONAL LAW CORPORATION  
† ALSO ADMITTED IN ALABAMA AND ILLINOIS  
\*\* ALSO ADMITTED IN TEXAS

October 3, 1997

EFFECTIVE DATE  
10-3-97

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

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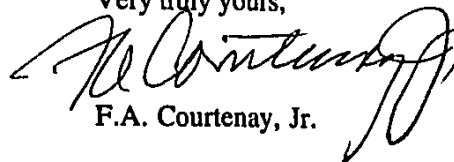
Subject: SOCOTEC GOVERNMENT SERVICES, INC.

Gentlemen:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check in the amount of \$131.25 for filing fee, certified copy and certificate.

Please send the certified copy and certificate to me.

Very truly yours,

  
F.A. Courtenay, Jr.

FACjr/mfb  
Encs.

P. Hall  
OCT - 8 1997

ARTICLES OF INCORPORATION

OF

SOCOTEC GOVERNMENT SERVICES, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BE IT KNOWN**, that on this 3rd day of October, 1997, the undersigned incorporator, Francis A. Courtenay, Jr., a person of the full age of majority, availing himself of the provisions of the Florida Business Corporation Act (Chapter 607 of the Florida Statutes), does hereby organize a corporation in pursuance of that law, under and in accordance with the following articles of incorporation:

ARTICLE I  
Name

EFFECTIVE DATE  
10-3-97

The name of this corporation is SOCOTEC GOVERNMENT SERVICES, INC.

ARTICLE II  
Purposes and Powers

This corporation is formed for the purpose of engaging in any lawful activity authorized under the Florida Business Corporation Act.

The corporation shall be empowered to do anything convenient or necessary to carry out these purposes.

The corporation is expressly authorized:

To own, purchase, or otherwise acquire real estate and every kind of tool, equipment, facility, vehicle, or property both corporeal and incorporeal, real, personal, mixed, movable or immovable, and merchandise and appliances of every kind, and to hold, improve, sell or otherwise alienate, lease, rent or dispose of, or mortgage the same, or otherwise to deal in or handle said property in any way, for its own account or as agent or broker of another or others.

To borrow and lend money, to give and accept mortgages, pledges or hypothecations of real or personal property; to buy or otherwise acquire stock, bonds, securities of every kind, promissory notes, evidences of debt, and to hold, own, issue, grant, sell or otherwise dispose of or alienate, pledge, hypothecate, or otherwise deal in the same; to enter into contract of hire and lease of real and personal property, including real estate and equipment of every kind, as Lessee or Lessor; to engage at any time in any one or all of the businesses or businesses incidental thereto or connected therewith as principal or agent or otherwise, and to perform any act or deed in furtherance thereof, including the establishment of branch officers and agencies, at such place or places within the State of Florida, the United States of America, or any of its possessions, and/or foreign countries, and at such time or times and through such means or instrumentalities as may be determined by the Board of Directors of this corporation, and generally to engage in any business in which a corporation may engage, and perform any act or deed which may be performed by a business corporation under the laws of Florida, except engaging in banking, or insurance, or homestead and building and loan business, in all or their several forms.

To subscribe to and otherwise acquire, own, hold and dispose of in any manner the stocks, bonds and obligations of other corporations, companies, firms or individuals and to guarantee, underwrite, endorse, sell, assign, mortgage, pledge, exchange, or otherwise deal in and handle all manner and kinds of securities, obligations and evidences of debt, whether of corporations, firms, companies, trustees, or individuals.

To act, execute, sign or serve as obligor, endorser, maker, or co-maker, surety, or guarantor for any person (including any stockholder or director of this corporation), firm, partnership or corporation, whether of corporations, firms, companies, trustees, or individuals.

To act, execute, sign or serve as obligor, endorser, maker, or co-maker, surety, or guarantor for any person (including any stockholder or director of this corporation), firm, partnership or corporation, whether for accommodation or for the debt of another or for any other purpose, which shall include the right to execute, participate or join in all forms of instruments evidencing indebtedness, such as notes, bills, letters of credit, letters of guaranty, and all forms of security instruments, such as acts of pledge, lien mortgage, guaranty, continuing or otherwise, which instruments may be in such form and under such terms and conditions as may be authorized in the unrestricted discretion of the Board of Directors.

The enumeration of the specific objects and purposes and powers herein shall not be construed or deemed in denial of or restricting the right of the corporation to engage in any legal business, or to perform any act or deed in addition to those specifically herein enumerated. The corporation shall enjoy every power, capacity and authority granted or conferred by the Florida Business Corporation Act and all other applicable laws and/or statutes now in force or hereinafter enacted.

### ARTICLE III Duration

The corporation shall enjoy perpetual existence commencing upon execution of these articles.

### ARTICLE IV Capital Stock

The corporation may issue 10,000 shares of common stock with no par value. The stock of this corporation shall be issued only for cash or for property or services actually rendered to the corporation. The Board of Directors shall fix the terms of sale and the time for payment of all stock sold. The valuation placed by the Board of Directors upon consideration other than cash paid for the stock of this corporation shall be conclusive, as provided in the Florida Business Corporation Act.

The stock of this corporation shall be fully paid and nonassessable when issued, shall be represented by certificates and shall be personal property.

### ARTICLE V Incorporator

The full name and street address of the incorporator of this corporation are:

Francis A. Courtenay, Jr.  
730 Camp Street  
New Orleans, Louisiana 70130

ARTICLE VI  
Preemptive Rights

Prior to any allotment issued, sale or other transfer by this corporation of any shares of stock of this corporation of any class, whether now or hereafter authorized, and prior to any allotment, issue, sale or other transfer by this corporation of any bonds, debentures, or other securities convertible into stock whether now or hereafter authorized (collectively referred to as "the offered securities") each owner of any shares of the capital stock of the corporation shall have a preemptive right, during a five (5) day period of time and at such price and upon such terms as the Board of Directors shall prescribe, in any amount which does not exceed a proportion of the offered securities equal to his proportionate ownership of capital stock authorized and issued by the Corporation.

If any offered securities remain un-purchased at the expiration of the specified period, then each shareholder who exercised preemptive rights shall be given an opportunity to subscribe to the remaining offered securities in a proportion not to exceed the ratio that the offered securities he first subscribed to bears to the total amount of offered securities. These rights shall continue in effect for a period of five (5) days from the expiration of the initial five (5) day period.

Any offered securities not allotted to existing shareholders pursuant to this procedure, may be offered, after the final period for exercising preemptive rights, during a sixty (60) day period to any personal allotment, issue or sale at not less than the offered terms. Such offered securities shall not be sold to any person after the sixty (60) day period expires unless and until they have been re-offered to each shareholder in the manner provided above. No allotment, issue or sale of any of the offered securities shall pass title or cause a transfer to be made on the books of the corporation prior to compliance with these procedures, conditions and requirements. No holder of any certificate for any offered securities shall be entitled to any dividends or interest thereon or votes thereby, or to participate in the profits of the corporation, or to convert any such bonds into stock, until the shares or bonds are regularly transferred to him on the books of the corporation.

Restriction on Alienation of Stock

Restrictions against, and regulations of, the sale and any other transfers of stock in this corporation may be prescribed in the by-laws or by shareholder agreements as permitted and provided in the Florida Business Corporation Act or other applicable law.

ARTICLE VIII  
Voting on Shares

All voting at shareholders' meeting is vested in the holders of shares of the corporation's stock and each shareholder shall be entitled to one vote, either in person or by proxy, for each share of stock standing in his name on the books of the corporation.

The shareholders shall have the right of cumulative voting in the selection of Directors. At all elections of Directors, each shareholder shall have the right to multiply the number of

votes to which he would otherwise be entitled under this Article by the number of directors to be elected, and to cast all such votes for one candidate or distribute them among any two or more candidates as he may see fit.

#### ARTICLE IX Board of Directors

The business and affairs of this corporation shall be managed and the corporate powers thereof shall be vested in and exercised by a Board of not less than two (2) nor more than seven (7) Directors. In furtherance, but not in limitation, of the powers conferred by the statutes, the Board of Directors is especially authorized:

To make, alter or repeal the By-Laws of the corporation. To fix the consideration for issuance of shares. To create and issue, whether or not in connection with the issue and sale of any shares of stock or any other securities of this corporation, warrants, rights, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock therein or any class or classes, if more than one class is authorized by these Articles of Incorporation, as amended, or any other securities of the corporation, such warrants, rights, or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or upon which, options may be issued and any such shares or other securities may be purchased from the corporation upon the exercise of any such warrant, right or option shall be such as Directors may fix by resolution or resolutions. The Board of Directors may create and issue any such warrants, rights or options from time to time for such consideration, and to such person, firm or corporations as the Board of Directors may determine.

The unanimous consent of the Board of Directors shall be required in all cases where the corporation is to act as an obligor, endorser, maker, co-maker, surety or guarantor of the debt of another.

Any Director absent from a meeting of the Board or any committee thereof may be represented by any other Director or shareholder, and may cast the absent Director's vote according to his written instruments, general or special.

Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken by unanimous written consent of all Directors, without meeting, as provided in the By-Laws.

#### ARTICLE X Meeting of Shareholders

The general annual meeting of the shareholders for the election of Directors may be held anywhere in or outside the State of Florida. Notice thereof shall be given in the manner set forth in the By-Laws. Failure for any cause whatsoever to hold an annual meeting of the shareholders or the failure to elect Directors at such meeting shall not affect or vitiate the corporate existence.

Shareholders meetings may be called as provided in the By-Laws. Whenever the affirmative vote of the shareholders is required to authorize or constitute corporate action the consent in writing to such action certified by the shareholders having the proportion of the total voting power which would be required to authorize or constitute such action shall be sufficient for the purpose, without the necessity for a meeting. Such consent shall be filed in the corporate minute book and if the consent is signed by fewer than all of the shareholders having voting power, prompt notice shall be given to all of the shareholders of any action taken pursuant to such consent. Consent in writing may be signed by the shareholders having that proportion of the total voting power which would be required to authorize or constitute such action at a meeting.

ARTICLE XI  
Principal Office


The initial principal place of business and mailing address of this corporation shall be 555 Northeast 15th Street, Apartment 508, Miami, Florida 33132.

ARTICLE XII  
Initial Registered Agent

The name and Florida Street address of the initial registered agent are:

Dimitri Karagounis  
555 Northeast 15th Street  
Apartment 508  
Miami, Florida 33132

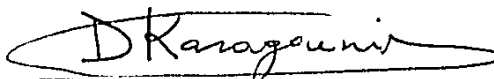
FILED  
97 OCT - 7 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
FRANCIS A. COURTENAY, JR.  
Incorporator

October 3, 1997  
DATE

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.

  
Registered Agent Dimitri Karagounis

10/04/97  
Date