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LAW OFFICES OF

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February 6, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE

2-6-98

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02/11/98-01059--020
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 3:22

RE: Scientific Performance Systems, Inc.

Dear Madam or Sir:

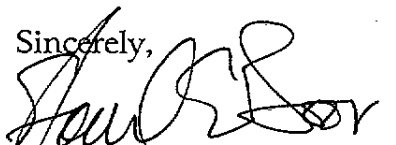
Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for Scientific Performance Systems, Inc. Also enclosed is this firm's check in the amount of \$122.50, which represents the following:

Certification	\$52.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be February 6, 1998.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,


Howard E. Googe, Jr., Esq.

HEG/dmj

Enclosures

bt
2/11

ARTICLES OF INCORPORATION
OF
SCIENTIFIC PERFORMANCE SYSTEMS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 10 PM 3:22

EFFECTIVE DATE

ARTICLE I - NAME

2-6-98

The name of this corporation is Scientific Performance Systems, Inc..

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

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 issuance of fractional shares at the price it is offered to the other purchasers.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 E. Osceola Street, Suite 102, Stuart, Florida, and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William J. Hebson	323 E. Osceola Street Stuart, Florida 34994
Juan Carlos Santana	438 N.W. 13th Street Boca Raton, Florida 33432

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
William J. Hebson	323 E. Osceola Street Stuart, Florida 34994

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

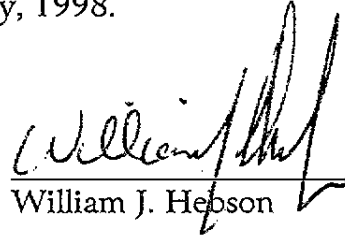
ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be February 6, 1998.

ARTICLE XIV - AMENDMENT

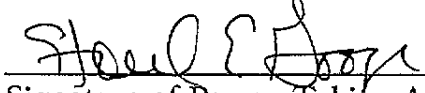
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation this 6th day of February, 1998.

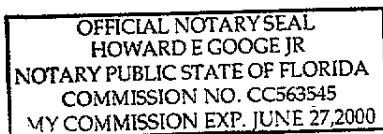

William J. Hebson

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of February, 1998, by William J. Hebson, [X] who is personally known to me or [] who has produced _____ as identification.


Signature of Person Taking Acknowledgment

Howard E. Googe Jr.
Name of Acknowledger Typed, Printed or Stamped



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS
SCIENTIFIC PERFORMANCE SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 3:22

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That Scientific Performance Systems, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Stuart, Martin County, Florida, has appointed Howard E. Googe, Jr., Esq., 401 East Osceola Street, Suite 102, Stuart, Florida 34994, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 6th day of February, 1998.



HOWARD E. GOOGE, JR. ESQ.