

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -8 AM 10:59

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***122.50 ***122.50

EFFECTIVE DATE

04-03-98

Stanford Aerospace
Group, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ 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

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

4/8/98 9:12

RECEIVED
98 APR -8 AM 9:33
DIVISION OF CORPORATIONS

04-03-98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -8 AM 10: 59

ARTICLES OF INCORPORATION
OF
STANFORD AEROSPACE GROUP, INC.

EFFECTIVE DATE
04-03-98

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **Stanford Aerospace Group, Inc.** (hereinafter referred to as the "Corporation").

ARTICLE II

The Corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

The existence of the Corporation shall be perpetual. Corporate existence shall commence on April 3, 1998, except that if they are not filed by the Department of State of the State of Florida within five (5) business days exclusive of legal holidays after April 3, 1998, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent and the initial registered office of the Corporation is 200 S. Biscayne Blvd., Suite 4750, Miami, FL 33131 and the initial registered agent of the Corporation at that address is IRWIN M. FROST. The mailing address of the Corporation is c/o The Stanford Aerospace Group, Inc., 206 Danbury Road, Wilton, Connecticut 06899.

ARTICLE VI

The Corporation shall have at least two directors initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one nor more than seven. All corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or any amendment thereof, or the By-laws. Directors need not be elected by written ballot. The liability of a director shall be eliminated or limited to the fullest extent permitted by law. Any repeal or modification of the preceding sentence by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

The name and street address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Mr. Joel Mallin	c/o The Stanford Aerospace Group, Inc. 206 Danbury Road Wilton, Connecticut 06899

Mr. Scott Dunn

c/o The Stanford Aerospace Group, Inc.
206 Danbury Road
Wilton, Connecticut 06899

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, Corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

Name

Address

Irwin M. Frost

200 South Biscayne Blvd.
Suite 4750
Miami, FL 33131

ARTICLE XI

The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, or by or in the right of the Corporation to procure judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the or not opposed to the best interests of the Corporation, in accordance with and to the fullest extent permitted by statute. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Articles or any agreement or vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EXECUTED at Miami, Florida, this 7th day of April, 1998.

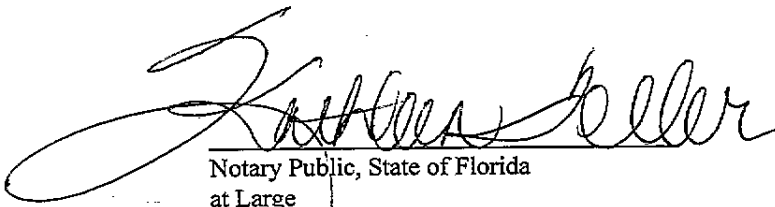


IRWIN M. FROST

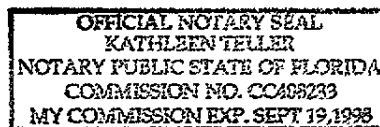
STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of Stanford Aerospace Group, Inc and acknowledged that she freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 7h day of April, 1998.


Notary Public, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Stanford Aerospace Group, INC.

desiring to organize under the laws of the State of Florida, hereby designates IRWIN M. FROST its registered agent and 200 South Biscayne Blvd., Suite 4750, Miami, FL 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation as its registered office.



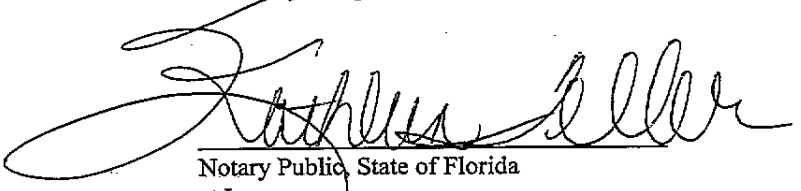
IRWIN M. FROST

STATE OF FLORIDA)

COUNTY OF MIAMI- DADE)

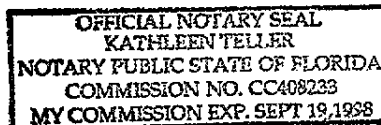
BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 7th day of April, 1998.



Notary Public, State of Florida
at Large
My Commission Expires:

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