

P98000057290

LAW OFFICES OF  
**McGEE & POWERS, P.A.**

PATRICK A. McGEE  
JAMES K. POWERS  
BRENDA J. NEWMAN  
JEFFREY D. STARKER  
MELISSA ARNOLD McGEE

SUITE 700  
201 EAST PINE STREET  
ORLANDO, FLORIDA 32801

TELEPHONE (407) 422-5742  
FACSIMILE (407) 423-1377

MAILING ADDRESS:  
POST OFFICE BOX 3589  
ORLANDO, FLORIDA 32802-3589

June 24, 1998

**VIA UPS NEXT DAY AIR**

State of Florida  
Division of Corporations  
Attn: New Filings Section  
409 East Gaines Street  
Tallahassee, FL 32399

600002572326-7  
-06/25/98--01051--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of **TECHNICAL MANAGEMENT ADVISORS, INC.**, a Florida corporation

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of **TECHNICAL MANAGEMENT ADVISORS, INC.**, a Florida corporation.

1. The Articles of Incorporation of **TECHNICAL MANAGEMENT ADVISORS, INC.**

2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.

3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Very truly yours,

  
Patrick A. McGee

PAM/cf  
Enclosures

FILED  
98 JUN 25 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 25 1998

**ARTICLES OF INCORPORATION  
OF  
TECHNICAL MANAGEMENT ADVISORS, INC.**

FILED  
98 JUN 25 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be TECHNICAL MANAGEMENT ADVISORS, INC.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated as Common Shares with a par value of ten cents (\$.10) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED  
AGENT, AND CORPORATE MAILING ADDRESS**

The initial street address of the registered office of the corporation in the State of Florida is 1356 Classic Court, North, Longwood, Florida 32779. The name of the initial registered agent of the corporation at such address is B. Brad Hollingsworth. The mailing address of the corporation shall be 1356 Classic Court, North, Longwood, FL 32779.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

A. The initial number of directors of the corporation shall be one (1).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and has qualified, is:

<u>Name</u>	<u>Address</u>
B. Brad Hollingsworth	1356 Classic Court, North Longwood, FL 32779

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
B. Brad Hollingsworth	1356 Classic Court, North Longwood, FL 32779

**ARTICLE VIII - PREEMPTIVE RIGHTS**

Holders of shares of any class or series of the corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares

of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and, (ii) no preemptive right shall be exercisable if exercise of the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

#### **ARTICLE IX - CUMULATIVE VOTING**

At the election of directors, each shareholder of the corporation entitled to vote thereon shall be allowed to vote the shares held by such shareholder cumulatively so as to give one candidate as many votes as is equal to the number of directors to be elected multiplied by the number of shares held by such shareholder, or to distribute such votes on the same principle among as many candidates as the shareholder may wish.

#### **ARTICLE X - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

#### **ARTICLE XI - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 24 day of June, 1998.

  
B. Brad Hollingsworth

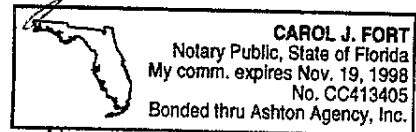
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of June, 1998, by B. Brad Hollingsworth, who is personally known to me, and who did not take an oath.

NOTARY PUBLIC:

Carol J. Fort  
(signature)

(print name)



My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, B. Brad Hollingsworth, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.

B. Brad Hollingsworth  
B. Brad Hollingsworth

FILED  
98 JUN 25 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA