

Bert A. Davenport

Alisa W. James

Also Admitted

Virginia

Monica L. Cothran

Also Admitted

Alabama, Georgia &

Texas

Davenport, James & Cothran

Chartered

ATTORNEYS & COUNSELLORS at Law

1004 Jenks Avenue

Panama City, Florida 32401

November 16, 1998

Phone:

(850) 785-6187

Fax::

(850) 785-6188

SECRETARY OF STATE,

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

300002690423--2

-11/18/98--01045--012

****122.50 *****78.75

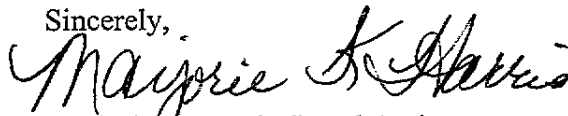
RE: THE BISHOP GROUP, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$122.50. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,



Marjorie K. Harris, Legal Assistant to:

Alisa W. James, Esq.

/mkh

Enclosures: As stated

FILED

98 NOV 18 AM 10:26

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
11/23

ARTICLES OF INCORPORATION

OF

THE BISHOP GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

Name

The name of the corporation is: **THE BISHOP GROUP, INC.**

ARTICLE TWO

Principal Office

The street address of the initial principal office of the corporation is 141 Candlewick Circle, Panama City, Florida, 32405.

ARTICLE THREE

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE FOUR

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. Engineering and engineering support services.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

Capitalization

The aggregate number of shares which the corporation is authorized to issue is **1000**. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 NOV 18 AM 10:26

FILED

ARTICLE SIX
Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE SEVEN
Registered Office and Agent

The street address of the initial registered office of the corporation is 141 Candlewick Circle, Panama City, FL 32405, and the name of its initial registered agent at such address is ALISA W. JAMES, 1004 Jenks Avenue, Panama City, FL. 32401.

ARTICLE EIGHT
Directors

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Paul C. Bishop	141 Candlewick Circle Panama City, Florida 32405

ARTICLE NINE
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Paul C. Bishop	141 Candlewick Circle Panama City, Florida 32405

Executed by the undersigned on this 17 day of November 1998.


PAUL C. BISHOP

**STATE OF FLORIDA
COUNTY OF BAY**

BEFORE ME, the undersigned authority, on this day of 17th, Nov, 1998, personally appeared, **PAUL C. BISHOP**, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced FL D/L as identification.

WITNESS my hand and official seal the date aforesaid.



Marjorie K. Harris
MY COMMISSION # CC668221 EXPIRES
July 31, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC

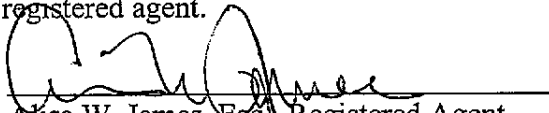
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **THE BISHOP GROUP, INC.**
2. The name and address of the registered agent and office is:

ALISA W. JAMES, ESQ.
1004 Jenks Avenue
Panama City, FL. 32401

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


Alisa W. James, Esq. Registered Agent

FILED
98 NOV 18 AM 10:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA