

P98000105544

CAPITAL CONNECTION, INC.

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

North American Signal
Engineering, Inc.

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DIVISION OF CORPORATION

Signature _____

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Name _____

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☒ 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 _____

DEC 21 1998

ARTICLES OF INCORPORATION

OF

NORTH AMERICAN SIGNAL ENGINEERING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 21 AM 11:57

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **NORTH AMERICAN SIGNAL ENGINEERING, INC.**

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is Suite 12, Box 12, 3015 Hartley Road, Jacksonville, Florida 32257. The mailing address of the corporation is Suite 12, Box 12, 3015 Hartley Road, Jacksonville, Florida 32257.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32257 and the name of the initial registered agent of this corporation at that address is Michael W. Fisher.

ARTICLE V: INCORPORATOR

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

Dale R. Dickey	1755 Southpoint Cove Jacksonville, Florida 32259
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ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Dale R. Dickey	1755 Southpoint Cove Jacksonville, Florida 32259
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Joseph C. Gibson	4913 Calendulah Avenue Middleburg, Florida 32068
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Thomas M. Pearson, Jr.	1021 Larkspur Loop Jacksonville, Florida 32259
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(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

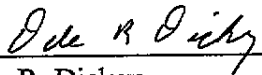
ARTICLE VII: BYLAWS

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 VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 15 day of December, 1998.



Dale R. Dickey

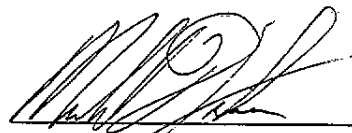
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That **North American Signal Engineering, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Michael W. Fisher, located at One Independent Drive, Suite 2600, Jacksonville, FL 32202, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Michael W. Fisher
(Registered Agent)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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