

**P98000107227**

**Florida Department of State  
Division of Corporations  
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**To: Division of Corporations  
Fax Number : (850) 922-4001**

**From: Account Name : JAMES W. GRIMSLEY  
Account Number : I19980000016  
Phone : (850) 243-8194  
Fax Number : (850) 664-5728**

**FILED  
98 DEC 28 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**FLORIDA PROFTT CORPORATION OR P.A.**

**Quantum Engineering and Software, Inc.**

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**F. CHESSEB DEC 29 1998**

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Prepared by  
James W. Grimsley  
Smith, Grimsley, Bauman, Pinkerton,  
Petermann & Wells  
P. O. Box 2379  
Fort Walton Beach, FL 32549

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
QUANTUM ENGINEERING AND SOFTWARE, INC.**

**ARTICLE I - NAME**

The name of this corporation is QUANTUM ENGINEERING AND SOFTWARE,  
INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of filing.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

**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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 25 Walter Martin Road, Fort Walton Beach, FL 32548, and the name and address of the initial registered agent of this corporation is James W. Grimsley, 25 Walter Martin Road, Fort Walton Beach, FL 32548.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the

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initial director of this corporation is:

James W. Grimsley  
25 Walter Martin Road  
Fort Walton Beach, FL 32548

#### ARTICLE VIII - INCORPORATORS

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

James W. Grimsley  
25 Walter Martin Road  
Fort Walton Beach, FL 32548

#### ARTICLE IX - BY-LAWS

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

#### ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

James W. Grimsley	500 Shares
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#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

#### ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

#### ARTICLE XIV - TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this

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corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this \_\_\_\_ day of December 1998.

  
James W. Grimsley

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES W. GRIMSLEY, who is

X personally known to me, or who  
\_\_\_\_ produced a Florida Driver's License as identification,

being first duly sworn, acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 28<sup>th</sup> day of December, 1998.



  
Notary Public

Typed name: \_\_\_\_\_

Commission no. \_\_\_\_\_

My commission expires: \_\_\_\_\_

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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 QUANTUM ENGINEERING AND SOFTWARE, INC., a corporation duly organized  
and existing under the laws of the State of Florida with its principal office as indicated in the Articles of  
Incorporation at Fort Walton Beach, Florida, has named James W. Grimsley, 25 Walter Martin Road, Fort  
Walton Beach, FL 32548, as its agent to accept service of process for the above-named corporation at the  
place designated in this Certificate.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place  
designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the  
provisions of all statutes relative to the proper performance of my duties. I hereby am familiar with and accept  
the duties and responsibilities as registered agent for said corporation.

  
James W. Grimsley  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

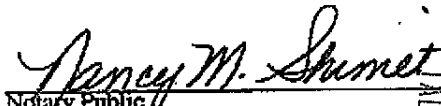
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