

P99000015473

February 9, 1999

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

300002775123--6
-02/15/99--01065--006
*****78.75 *****78.75

Subj: Incorporation of SPG X THE SEMPER PARATUS GROUP, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

Laura L. Enders

Laura L. Enders

FILED
99 FEB 15 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carolyn GAVE
AUTHORIZATION BY PHONE TO
CORRECT *remove (SPG-)* for Corp. name
DATE *2/17/99*
COJ. EXAM *BP*

B. BROCK FEB 17 1999

ARTICLES OF INCORPORATION

OF

THE SEMPER PARATUS GROUP, INC.

ARTICLE I. NAME

The name of this corporation is

THE SEMPER PARATUS GROUP, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 605 Townsend Road, Cocoa, Florida, 32926, and the name of the initial registered agent of this corporation at that address is JUSTIN THOMAS RUSSELL.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

LAURA L. ENDERS
588 North Wickham Road #46
Melbourne, FL 32935

JUSTIN THOMAS RUSSELL
588 North Wickham Road # 46
Melbourne, FL 32935

MARTIN S. KOIVU
605 Townsend Road
Cocoa, FL 32926

CATHLEEN LINDBERG
460 21st Court
Vero Beach, FL 32962

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 605 Townsend Road, Cocoa, FL 32926, and the mailing address of the corporation is P.O. Box 1607, Port Canaveral, FL 32920.

ARTICLE IX. INCORPORATOR

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

LAURA L. ENDERS
588 North Wickham Road # 46
Melbourne, Florida 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 9th day of February, 1999.


LAURA L. ENDERS

STATE OF FLORIDA
COUNTY OF BREVARD

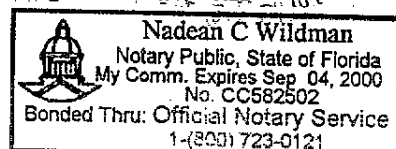
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LAURA L. ENDERS to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of February, 1999.

FL/DL.

E536-532-53-951-0


Notary Public



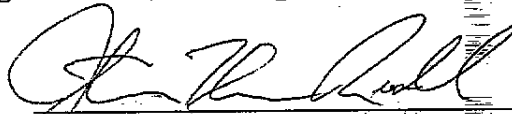
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That THE SEMPER PARATUS GROUP, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 605 Townsend Road, Cocoa, Brevard County,
Florida 32926, has named JUSTIN THOMAS RUSSELL, located at 605
Townsend Road, Cocoa, Brevard County, Florida 32926, as its agent
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


JUSTIN THOMAS RUSSELL
Registered Agent

FL/DL R240-438-70-470-0

FILED
99 FEB 15 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA