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GAMOT, FREEMAN & SUPRAN  
LAWYERS

TERRY N. FREEMAN, P.A.  
ALBERT J. GAMOT, JR., P.A.<sup>1</sup>  
MELINDA PENNEY GAMOT, P.A.<sup>2</sup>  
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SHERRI R. SLACK, C.L.A.  
NANCY S. COSTNER  
E.C. "CHUCK" ENGELKING

<sup>1</sup>ALSO ADMITTED IN MISSISSIPPI  
<sup>2</sup>BOARD CERTIFIED IN MARITAL AND FAMILY LAW  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
FELLOW, AMERICAN ACADEMY OF  
MATRIMONIAL LAWYERS

February 23, 1999

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-02/25/99--01074--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Proton Aerospace Research & Development, Inc.

Dear Sir/Madam:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the filing fee of \$78.75. Please return an acknowledged copy of the Articles directly to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Sincerely,

*Cathy L. Graham*

CATHY L. GRAHAM, CLAS  
Certified Legal Assistant Specialist

CLG/mhc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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WS

ARTICLES OF INCORPORATION  
OF  
PROTON AEROSPACE RESEARCH & DEVELOPMENT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 25 AM 11:22

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is PROTON AEROSPACE RESEARCH & DEVELOPMENT, INC..

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is aerospace research, development and engineering services and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) Shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

#### ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

#### ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 6153 Adams Street, Jupiter, FL 33418. The initial address in Florida of the initial registered office of this Corporation is 6153 Adams Street, Jupiter, FL 33418 and the name of the initial registered agent of this Corporation at that address is Chris Yiannas.

#### ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Chris Yiannas  
6153 Adams Street  
Jupiter, FL 33418

Pat Sheehan  
18650 126th Terrace N.  
Jupiter, FL 33478

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The names and addresses of the initial incorporators are as follows:

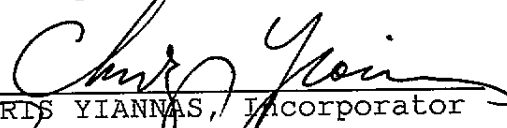
Chris Yiannas  
6153 Adams Street  
Jupiter, FL 33418

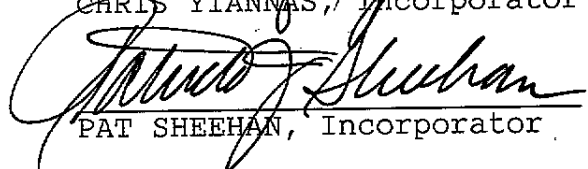
Pat Sheehan  
18650 126th Terrace N.  
Jupiter, FL 33478

ARTICLE X


The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in West Palm Beach, Palm Beach County, Florida, this 23rd day of February, 1999.

  
CHRIS YIANNAS, Incorporator

  
PAT SHEEHAN, Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
CHRIS YIANNAS  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 25 AM 11:22

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, CHRIS YIANNAS and PAT SHEEHAN, who are personally known to me and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 23rd day of February, 1999.

*Cathy L. Graham*

Notary Public  
State of Florida at Large

My Commission Expires:

