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November 8, 1999

OF COUNSEL:
WILLIAM E. GETZEN
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HUGH MCPHEETERS, JR.

WRITER'S DIRECT LINE

BY REGISTERED MAIL

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

11-15-99

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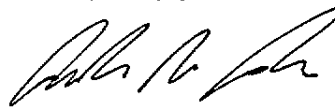
RE: b. ORBITAL TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed please find originals of the Articles of Incorporation for b.Orbital Technologies, Inc. **Please file these articles as quickly as possible.** Then obtain a **certified copy**, using our original, and return it to our office by regular mail. Enclosed is a check for \$78.75 payable to the Secretary of State.

If any problems should arise in connection with this filing, please notify the undersigned immediately. Thank you for your expediency in this matter.

Very truly yours,



Patrick W. Ryskamp
For the Firm

PWR-372522.1

Enclosures:

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

B. ORBITAL TECHNOLOGIES, INC.

EFFECTIVE DATE
11-15-99

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

b. Orbital Technologies, Inc.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of:

(1) Engaging in the business of designing, developing, and maintaining customized computer software systems.

(2) Owning, conducting, operating, maintaining, renting, controlling and carrying on any other retail, wholesale, manufacturing or service business, and doing and performing everything pertaining to said business and the real and personal property utilized in connection therewith, and carrying on any lawful business incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated herein.

(3) Acquiring by purchase or otherwise, owning, holding, buying, selling, conveying, leasing, mortgaging and encumbering all forms of real, tangible and intangible real and personal property, including securities; and lending funds of the corporation and securing repayment of the same by accepting mortgages, pledges, and other liens on tangible and intangible real and personal property, together with assignments of any such liens and encumbrances.

(4) Doing all things and performing all acts necessary, proper or convenient for the accomplishment of any of the purposes enumerated herein, or necessary or incidental to the benefit and protection of the corporation, either alone or in association with other corporations, firms, or individuals; and doing all other things and performing all other acts necessary or incidental to, or growing out of or connected with, the aforesaid purposes or any part or parts thereof.

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TALLAHASSEE FLORIDA

(5) Engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.
PRINCIPAL OFFICE

The principle office of the corporation is:

4227-B Woods Edge Circle
Palm Beach Gardens, FL 33410

ARTICLE IV
MAILING ADDRESS

The mailing address of the corporation is:

4227-B Woods Edge Circle
Palm Beach Gardens, FL 33410

ARTICLE V
AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of common stock having a par value of \$1 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

ARTICLE VI
RESTRICTIONS ON TRANSFER OF STOCK

The shareholders may, by bylaw provision or by shareholder's agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the corporation as they may see fit.

ARTICLE VII
REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the address of the initial registered office of the corporation is:

Patrick W. Ryskamp, Esquire
200 South Orange Avenue
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

ARTICLE IX
INCORPORATOR

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

Patrick W. Ryskamp, Esquire
200 South Orange Avenue
Sarasota, FL 34236

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

ARTICLE XI
DURATION

The existence of this corporation shall commence on November 15, 1999, and shall be perpetual.

ARTICLE XII
AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

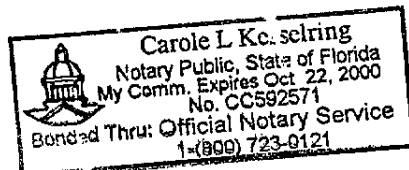
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of November, 1999.

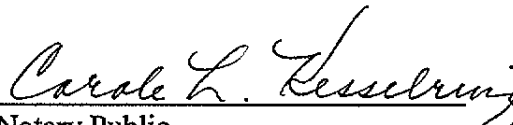

Patrick W. Ryskamp
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 9th day of November, 1999, before me, an officer duly authorized and acting, personally appeared Patrick W. Ryskamp to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.




Notary Public

My commission expires:

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