

TRANSMITTAL LETTER

P 98 0000/0587

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Eagle Technologies, Incorporated
(Proposed corporate name - must include suffix)

700002412017-5
-01/26/98--01105--009
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James D. Thackston
Name (Printed or typed)

7 Shady Lane
Address

Mary Esther, FL 32569
City, State & Zip

(850) 882-7898 ext 3250
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -2 PM 12:04

FILED

F. CHESSEB FEB 3 1998

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

JAMES D THACKSTON
7 SHADY LANE
MARY ESTHER, FL 32569

SUBJECT: EAGLE TECHNOLOGIES, INCORPORATED
Ref. Number: W98000001871

We have received your document for EAGLE TECHNOLOGIES, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 898A00004569

ARTICLES OF INCORPORATION
of
EAGLE AUTOMATION, INCORPORATED

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is EAGLE AUTOMATION, INCORPORATED.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

7 Shady Lane
Mary Esther, FL 32569

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 shares with a par value of \$0.40 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

James D. Thackston
Eagle Automation, Inc.
7 Shady Lane
Okaloosa County
Mary Esther, FL 32569

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

James D. Thackston
7 Shady Lane
Mary Esther, FL 32569

John J. Brennan, Jr.
2225 Inverness Dr.
Pensacola, FL 32503

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

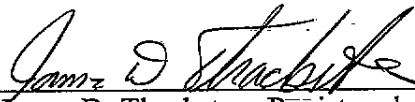
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.


Registered Agent Statement


I hereby affirm that I am familiar with and accept the duties and responsibilities as Registered Agent.


James D. Thackston, Registered Agent
7 Shady Lane
Mary Esther, FL 32569

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


James D. Thackston, Incorporator *Known By: FL Dr. Lic*
7 Shady Lane
Mary Esther, FL 32569


John J. Brennan, Jr., Incorporator *Known By: FL Dr. Lic*
2225 Inverness Dr.
Pensacola, FL 32503

FILED
98 FEB -2 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida, County of Okaloosa, ss:

Subscribed and sworn to (or affirmed) before me this 29 day of Jan, 1998.
By James David Thackston and John Joseph Brennan Jr.

DEBRA J. RYAN
Notary Public - State of Florida
My Commission Expires Jan 21, 2000
Commission # CC 526914


Notary Public