

CORPORATION
INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
901-222-9171
FAX 901-222-0393



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ACCOUNT NO. : 072100000032

REFERENCE : 321658 5317A

ORDER DATE : December 27, 1993

ORDER TIME : 12:41 PM

ORDER NO. : 321658

CUSTOMER NO: 5317A

CUSTOMER: Jeffery M. Fuller, Esquire
GLENN RASMUSSEN & FOGARTY
Ashley Tower, Suite 1300
100 South Ashley Drive
Tampa, FL 33602

EFFECTIVE DATE

12-20-93

DOMESTIC FILING

NAME: NETWORK SPECIALTIES, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kate McGregor

EXAMINER'S INITIALS

AB 12/28

SECRET 11317
CORP. DIV.
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
NETWORK SPECIALTIES, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
93070 27 11 8:17

The undersigned, acting as the incorporator of Network Specialties, Inc. under the Florida Business-Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE
12-20-93

The name of the corporation is:

Network Specialties, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

9310 16th Street North
Tampa, Florida 33612

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the fifth business day preceding the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Kathy Ann Sanford	14508 Highland Hills Place Tampa, Florida 33625
Stanley H. Sanford	14508 Highland Hills Place Tampa, Florida 33625
David S. Suarez	2305 Knollwood Place Tampa, Florida 33604

ARTICLE V. AUTHORIZED CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 20,000 shares of common stock having a par value of \$.10 per share and divided into 10,000 shares of Class A common stock and 10,000 shares of Class B common stock. The corporation is not authorized to issue fractional shares of

its common stock. The consideration to be paid for each share of capital stock shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate. The corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.

The Class A common stock and the Class B common stock are both voting stock entitled to one vote per share and to participate in all distributions declared by the corporation's Board of Directors, and have the same preferences, limitations, and relative rights, except as follows:

(a) The corporation may issue shares of Class B common stock only upon the recommendation of its Board of Directors and with the prior affirmative vote or written consent of the holders of more than 66 2/3% of the shares of Class B common stock outstanding;

(b) The holders of Class B common stock, voting separately as a class, are entitled to elect a majority (the smallest number greater than one-half) of the directors of the corporation, or, if the number of directors of the corporation is fewer than three, all the directors of the corporation; and

(c) The affirmative vote or written consent of the holders of more than 66 2/3% of the outstanding shares of Class B common stock, voting separately as a class, is required for any of the following major corporate actions:

(i) the issuance of reissuance of any shares of Class B common stock;

(ii) an amendment of the corporation's Bylaws or Articles of Incorporation;

(iii) an expansion or relocation of the corporation's place of business;

(iv) the involuntary termination of an officer or employee who owns shares of Class B common stock;

(v) an increase or decrease from the preceding calendar year in the annual compensation of an officer or employee of the corporation, in his or her capacity as an officer or employee, who owns shares of Class B common stock;

(vi) a merger, dissolution, liquidation, consolidation, recapitalization, or reorganization of the corporation, or a sale of all or any significant part of the assets of the corporation; or

(vii) the removal of a director of the corporation elected by the holders of the Class B common stock or the election of a director to fill a vacancy of a director who was elected by the holders of Class B common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is Jeffery M. Fuller.

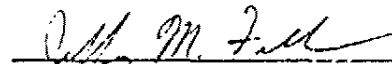
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Jeffery M. Fuller
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: DECEMBER 23, 1993



Jeffery M. Fuller
as incorporator

NETWORK SPECIALTIES, INC.


ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Network Specialties, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, has named Jeffery M. Fuller, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Network Specialties, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: December 23, 1993


Jeffery M. Fuller