

03/14/96 10:10 FAX 813 220 1447

RUDNICKAWOLFE

0001

3/14/96

FLORIDA DIVISION OF CORPORATIONS

34

((H9600003661))

TELEPHONE ACCOUNT SYSTEM

TO: DIVISION OF CORPORATIONS

FROM: RUDNICKAWOLFE

DEPARTMENT OF REVENUE

101 W. PENNY

STATE OF FLORIDA

WINTER HAVEN

109 EAST GARDEN STREET

TAMPA FL 33602-00003401-6194000

TALLAHASSEE FL 32399

CONTACT: JUDITH E COVY

FAX: (904) 922-4000

PHONE: (813) 229-2111

FAX: (813) 229-1447

((H9600003661))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EXCELSIS, INC.

FAX AUDIT NUMBER: H9600003661

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/14/1996

TIME REQUESTED: 14:34:32

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

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((H9600003661))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 MAR 15 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25827.00.001

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**ARTICLES OF INCORPORATION
OF
EXCELIS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **Excels, Inc.**

**II.
Term of Existence**

The date when corporate existence will commence is March 14, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701.

**IV.
Capital Stock**

The Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701 and the name of its initial registered agent at such address is Craig J. Zinda.

Prepared by: Christine A. Bay
Florida Bar No. 0322733
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

FILED
MAR 15 1996
SECRETARY OF STATE
TAMPA, FLORIDA

JEC1788 03/14/96

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VI. Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name	Address
Parker S. Kennedy	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
John W. Long	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

VII. Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name	Address
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

VIII. Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

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**IX.
Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.
Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

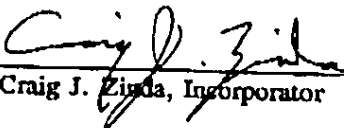
**XI.
Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 14, 1996.



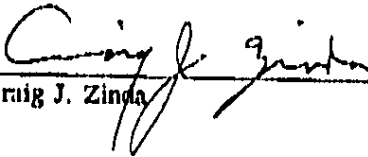
Craig J. Zinda, Incorporator

H96000003661

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 14, 1996.



Craig J. Zinda

FILED
96 MAR 15 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only
P96000023455

CT CORPORATION SYSTEM
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 222-1092
 City State Zip Phone
 CORPORATION(S) NAME

000001803400
 -05/01/96--01077--007
 *****35.00 *****35.00

- Excelsior, Inc.*
- Profit
 - NonProfit
 - Limited Liability Co.
 - Foreign
 - Limited Partnership
 - Reinstatement
 - Certified Copy
 - Call When Ready
 - Walk In
 - Mail Out
 - Amendment
 - Dissolution/Withdrawal
 - Annual Report
 - Resurrection
 - Photo Copies
 - Call if Problem
 - Merger
 - Mark
 - Other
 - Change of R.A.
 - Fic. Name
 - CUS
 - After 4:30
 - Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 95 MAY - 1 1996
 PLEASE RETURN EXEMPT COPIES
 FILE STAMPED
 2:03

5-1-56

5/1
 Joy
 Amended
 & Reinstated

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EXCELIS, INC.

96 MAY -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Excelis, Inc., a corporation organized and existing under the Business Organizations Law of the State of Florida, (hereinafter the "Corporation") does hereby certify as follows:

- (i) The name of the Corporation is Excelis, Inc., which is the name under which the Corporation was originally incorporated, and the original Certificate of Incorporation was filed with the Department of State of the State of Florida on March 15, 1996 and effective March 14, 1996.
- (ii) These Amended and Restated Articles of Incorporation were duly adopted by at least a majority of the directors of the Corporation on April 1, 1996 and approved by the sole shareholder of the Corporation on April 1, 1996.
- (iii) The Certificate of Incorporation is hereby amended and restated in its entirety as follows:

I.
Name

The name of the Corporation is Excelis, Inc.

II.
Term of Existence

The date when corporate existence will commence is March 14, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office and mailing address of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701.

IV.
Capital Stock

The Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701 and the name of its initial registered agent at such address is Craig J. Zinda.

VI.
Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Parker S. Kennedy	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
John W. Long	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

VIII.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.

By-laws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal bylaws will be vested in the Corporations Board of Directors, provided that any amendment to (i) Section 3.1, 3.8 or 3.11 of the by-laws or (ii) to any other section of the by-laws if any such change is likely to result in a material reduction of the Contingent Purchase Price Payments (as defined in the by-laws), amendment of the bylaws would require the unanimous approval of all of the Corporation's directors.

XI.

Indemnification

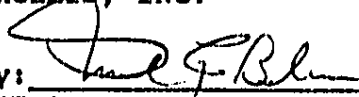
The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment


These Articles of Incorporation may be amended in any manner provided by law, provided that if any amendment is likely to result in a material reduction of the Contingent Purchase Price Payments amendment of these Articles of Incorporation would require the unanimous approval of all of the Corporation's directors, except as provided by law.

IN WITNESS WHEREOF, Excelis, Inc. has caused this Certificate to be duly executed by its duly authorized officers this 1st day of April, 1996.

EXCELIS, INC.

By: 
Name: MARK P. BRUBAKER
Title: PRESIDENT

ATTEST:

By: 
Name: Craig J. Zinda
Title: Secretary



P96000023455

ACCOUNT NO. : 072100000032
REFERENCE : 462260 7113964
AUTHORIZATION :
COST LIMIT : \$ 35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 16 PM 3 28

FILED

ORDER DATE : July 15, 1997
ORDER TIME : 10:0 AM
ORDER NO. : 462260
CUSTOMER NO: 7113964

Change

3000022551648-8

CUSTOMER: Ms. Amy Alva
First American Real Estate
Suite 1600
150 2nd Avenue North
St. Petersburg, FL 33716

CHANGE OF AGENT

NAME: EXCELIS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

7/16/97
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>

97 JUL 15 11:11:36
DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
EXCELIS, INC.

1b. Date of Incorporation: 3/14/96 Document number P96000023455

2. The name and address of the current registered agent and office:
CRAIG J. ZINDA
160 SECOND AVENUE NORTH ST. PETERSBURG FLORIDA 33701

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

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97 JUN 16 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Craig J. Zinda
SIGNATURE
July 14, 1997
DATE

CRAIG J. ZINDA
SECRETARY
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
SIGNATURE BY: Maureen M. Cullen
ASST VICE PRESIDENT
DATE 7-15-97