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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PREMIER SYSTEMS SOLUTIONS, INC.
AUDIT NUMBER.....H97000001994
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esquire.

**ARTICLE VII
DIRECTORS/OFFICERS**

The initial board of directors of the corporation shall consist of 2 members.

The name and address of the board of directors are:

Norman R. Fierbaugh, 4679 Tamworth Drive, Palm Harbor, Florida 34685; and

Robert S. Stockwell, 1730 Woodhaven Street, Tarpon Springs, Florida 34689.

The name and address of the initial officers of this Corporation are:

Norman R. Fierbaugh, 4679 Tamworth Drive, Palm Harbor, Florida 34685, President, Treasurer, and Secretary; and

Robert S. Stockwell, 1730 Woodhaven Street, Tarpon Springs, Florida 34689, Vice President and Assistant Treasurer.

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is: Norman R. Fierbaugh.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 31st day of January, 1997.


NORMAN R. FIERBAUGH, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

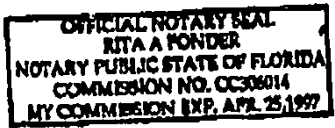
Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

[Signature]
THOMAS O. MICHAELS,
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st day of January, 1997, by NORMAN R. FIERBAUGH, who is personally known to me and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC.
Sign [Signature]
Print Rita A. Boder
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)



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