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PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

JOHN P. GREELEY

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July 17, 1997

P97000063545

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/22/97--01075--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Ascent Systems, Inc.

Dear Sir/Madam:

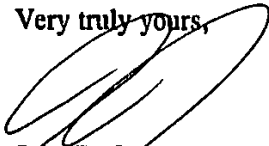
Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw  
Enclosures  
Copy to: Mr. Michael R. Thompson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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RP  
7-23-97

**ARTICLES OF INCORPORATION**

**OF**

**ASCENT SYSTEMS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 22 AM 9:59

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is Ascent Systems, Inc.

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

**A. Number and Class of Shares Authorized: Par Value**

The aggregate number of shares which the Corporation shall have authority to issue is 2,000,000 shares of common stock having a par value of \$0.0001 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**ARTICLE V**

**Initial Registered Office and Agent: Principal Place of Business**

The initial registered office of this Corporation shall be located at the City of Orlando, County of Orange and State of Florida, and its address there shall be, at present, 8837 Latrec Avenue, Suite 304, Orlando, Florida 32819 and the initial registered agent of the Corporation at that address shall be Michael Richard Thompson. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: Post Office Box 691563, Orlando, Florida 32869-1563.

**ARTICLE VI**

**Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the director of this Corporation is:

Michael Richard Thompson  
8837 Latrec Avenue, Suite 304  
Orlando, Florida 32819

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

**ARTICLE VII**

**Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Michael Richard Thompson  
8837 Latrec Avenue, Suite 304  
Orlando, Florida 32819

**ARTICLE VIII**

**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX**

**Amendment**

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

**ARTICLE X**

**Headings and Captions**


The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

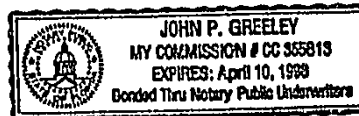
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 17 day of July, 1997.

  
Michael Richard Thompson

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of July, 1997, by  
MICHAEL RICHARD THOMPSON, who is personally known to me and who did not take an  
oath.

  
Printed Name: JOHN P. GREELEY  
Notary Public, State of Florida  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Ascent Systems, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Michael Richard Thompson as its Registered Agent to accept service of process within the State of Florida with its registered office located at 8837 Latrec Avenue, Suite 304, Orlando, Florida 32819.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17 day of July, 1997.

  
Michael Richard Thompson, Registered Agent

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