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N. Albert Bacharach, Jr.

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September 11, 1997

Sandra Barringer Mortham
Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Rapid Systems, Inc.

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Dear Ms. Mortham:

Enclosed please find Articles of Incorporation for Rapid Systems, Inc. In addition, I have enclosed the filing fee in the amount of \$122.50, which represents:

1. \$70.00 filing fee and certified copy; and,
2. \$52.50 Registered Agent Certificate.

Please forward a certified copy of the Articles, along with the Certificate of Incorporation at your earliest convenience.

Thank you for your attention and assistance.

Sincerely yours,

N. ALBERT BACHARACH, JR.

Dmc
9/23/97

NABjr/ak

Enclosures

97 SEP 22 PM 12:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

RAPID SYSTEMS, INC.

FILED
97 SEP 22 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Rapid Systems, Inc.

ARTICLE II - DURATION AND COMMENCEMENT

The corporation shall exist for a period of perpetual existence, commencing upon the approval by the Secretary of State.

ARTICLES III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLES IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V - ADDRESS

The street address of the initial registered office of the corporation shall be 101 SE 2nd Place, Suite 116, Gainesville, Alachua County, Florida 32601, and the name of the initial registered agent of the corporation at that address is N. Albert Bacharach, Jr., Attorney at Law, who hereby accepts the designation as Registered Agent.



N. ALBERT BACHARACH, JR.
Attorney at Law

ARTICLE VI - DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the corporation Bylaws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dustin Jurman President	11303 Calgary Circle Tampa, Florida 33624
Teresa C. Seltzer Vice-President and Treasurer	703 Chancellor Drive Tampa, Florida 33549
Denise Jurman Vice-President and Secretary	11303 Calgary Circle Tampa, Florida 33624
Daniel H. Seltzer Vice-President and Subscriber	703 Chancellor Drive Tampa, Florida 33549

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected or appointed in accordance with the Bylaws of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dustin Jurman President	11303 Calgary Circle Tampa, Florida 33624
Teresa C. Seltzer Vice-President and Treasurer	703 Chancellor Drive Tampa, Florida 33549
Denise Jurman Vice-President and Secretary	11303 Calgary Circle Tampa, Florida 33624
Daniel H. Seltzer Vice-President and Subscriber	703 Chancellor Drive Tampa, Florida 33549

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Upon the death or incapacity of any shareholders, first choice of purchase on a pro rata share basis (as nearly as may be done without issuance of fractional shares) is reserved to the remaining shareholders. The pro rata share of those shareholders not wishing to purchase shall be offered on a pro rata basis to those remaining shareholders who do wish to purchase those shares.

ARTICLE IX - SUBSCRIBER

The name, mailing and street address of the subscriber and principal office to these Articles of Incorporation is:

**Daniel H. Seltzer, Vice President
1515-B West Hillsborough Avenue
Tampa, Florida 33603
813-232-4887**

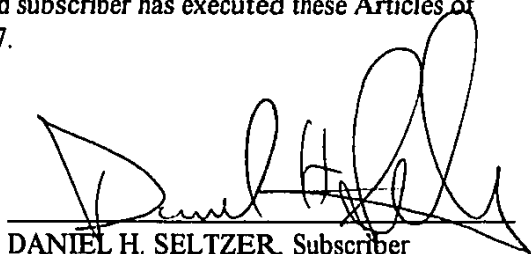
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - INFORMAL ACTION OF DIRECTOR

If the directors consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of September, 1997.


DANIEL H. SELTZER, Subscriber

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME the undersigned authority, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared, DANIEL H. SELTZER, known to me to be or who proved to my satisfaction that he is the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

THE FOREGOING instrument was acknowledge before me this 17 day of September, 1997, by DANIEL H. SELTZER, who is personally known to me, and who did/did not take an oath.



Print Notary's Name:
Notary Public, State of Florida at large
Expiration:
Commission No.:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

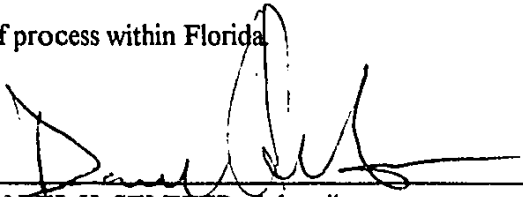
97 SEP 22 PH 12: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

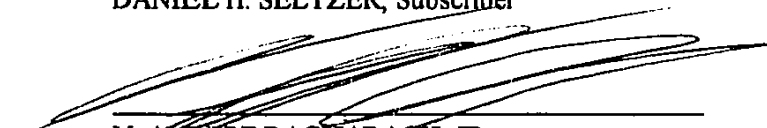
In compliance with *Statute 607.034* and *48.091, Florida Statutes*, the following is submitted:

That RAPID SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, Hillsborough County, has named N. ALBERT BACHARACH, JR., 101 SE 2nd Place, Suite 116, Gainesville, Alachua County, Florida, as it's agent to accept service of process within Florida

9/17/97
Date


DANIEL H. SELTZER, Subscriber

9/9/97
Date


N. ALBERT BACHARACH, JR.
Registered Agent