

P98000040613

Ginger L. Perusek, P.A.

Attorney and Counselor at Law
2620 Manatee Avenue West
Bradenton, Florida 34205

Admitted in Florida and Ohio

(941) 745-1500

Fax: (941) 748-6061

April 28, 1998

700002509287--8
-05/04/98--01043--007
*****78.75 *****78.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Group 4 Systems of Florida, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation for Registered Agent for the new corporation for filing. Please find a firm check in the amount of \$78.75 for the filing of the enclosed Articles of Incorporation and Certificate for Designation of Registered Agent.

Please return stamped copies and the Certificate in the enclosed self-addressed postage-paid envelope.

Thank you for your attention to this matter.

Sincerely,



Ginger L. Perusek

GLP/pdc

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - 4 PM 2:25

D. BROWN MAY - 5 1998

ARTICLES OF INCORPORATION

OF

GROUP 4 SYSTEMS OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 2:25

The undersigned incorporator, for the purpose of forming a corporation under Florida Statute Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be GROUP 4 SYSTEMS OF FLORIDA, INC.

ARTICLE II

ADDRESS OF THE PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the principal place of business of this corporation shall be 291 2nd Street West, Tierra Verde, Florida 33715. The mailing address of this corporation shall be 291 2nd Street West, Tierra Verde, Florida 33715.

ARTICLE III

Term of Existence

This corporation shall have perpetual existence, commencing as of upon filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1000) shares of One Cent (\$.01) per share par value common stock which shall be designated as common shares.

ARTICLE V

Purpose

This corporation is organized for the purpose of transacting any and all lawful business, managing business and regulatory affairs of the corporation.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Danielle Z. Payne and her address is 291 2nd Street West, Tierra Verde, Florida 33715.

ARTICLE VII
INITIAL DIRECTOR

This corporation shall have TWO directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are Danielle Z. Payne and James P. Payne, both of whom are located at 291 2nd Street West, Tierra Verde, Florida 33715.

ARTICLE VIII
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Edward F. Zacher and his address is 291 2nd Street West, Tierra Verde, Florida 33715.

ARTICLE IX
By-laws

This corporation shall have the power to adopt, alter, amend or repeal the By-laws of this corporation.

ARTICLE X
AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of April, 1998.


DANIELLE Z. PAYNE
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

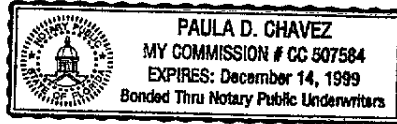
THE FOREGOING INSTRUMENT was acknowledged before me this 27th day April, 1998, by DANIELLE Z. PAYNE who (is personally known to

me/produced identification by way of [driver's license, etc.]
Personally Known
(did/did not) take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid the 27 day of April, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
(Paula D. Chavez)
(Printed signature of Notary)

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 2:25

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GROUP 4 SYSTEMS OF FLORIDA, INC.
2. The name and address of the registered agent and office is:

Edward F. Zacher

(NAME)

291 2nd Street West

ADDRESS/P.O. BOX NOT ACCEPTABLE)

Tierra Verde, Florida 33715

(CITY/STATE/ZIP)

Signature Danielle Z Payne
(Corporate Officer)

Title President

Date April 27, 1998

ACCEPTANCE OF REGISTERED AGENT

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature Edward F. Zacher

Date April 27, 1998