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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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RecordScope, Inc.

Profit - Articles

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

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ARTICLES OF INCORPORATION
OF
RECORDSCOPE, INC.

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The undersigned natural person, being of the age of eighteen (18) years or more, acting as incorporator of a corporation (the "Corporation") under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name. The corporate name that satisfies the requirements of Section 607.0401 of the Florida Business Corporation Act is **RecordScope, Inc.**

ARTICLE II

Initial Principal Office. The street address of the initial principal office is 1001 Fannin Street, Suite 650, Houston, Texas 77002-6707.

ARTICLE III

Duration. The period of the duration of the Corporation is perpetual.

ARTICLE IV

Purpose and Powers. The purpose or purposes for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is 1,000 and having a par value of \$1.00 per share.

ARTICLE VI

Initial Consideration for Issuance of Shares. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VII

Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VIII

Board of Directors. The initial Board of Directors consists of two (2) directors, and the names and addresses of those persons to serve as the initial directors of the Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard O. Looney	1001 Fannin Street, Suite 650 Houston, Texas 77002-6707
David P. Tusa	1001 Fannin Street, Suite 650 Houston, Texas 77002-6707

The number of directors constituting the Board of Directors shall be fixed by, or in the manner provided in, the By-Laws or amendments thereto.

ARTICLE IX

Incorporator. The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
David P. Tusa	1001 Fannin Street, Suite 650 Houston, Texas 77002-6707

ARTICLE X

By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

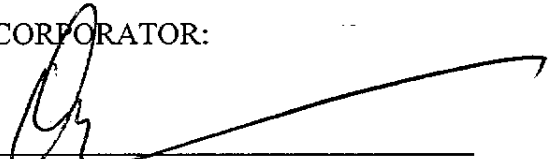
Limitation of Liability. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission made in the director's capacity as a director, except for the following:

- (A) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (B) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (C) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (D) an act or omission for which the liability of the director is expressly provided by statute; or
- (E) an act related to an unlawful stock repurchase or payment of dividend.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director shall not be liable pursuant to the provisions of this Article XI, a director shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a director.

The undersigned has executed these Articles of Incorporation this 13th day of May, 1998.

INCORPORATOR:



David P. Tusa

Acceptance by the registered agent as required in Section 607.0501 (3) F.S.:
CT Corporation System is familiar with and accepts the obligations provided for in
Section 607.0505 of the Florida Business Corporation Act.

CT Corporation System

Dated: May 14th, 1998

By: _____

Printed Name: Victor Alfano

Title: Asst. Secy.

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