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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ASPEDIENT TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
ASPEDIENT TECHNOLOGIES, INC.**

ARTICLE I

The name of the corporation is ASPEDIENT TECHNOLOGIES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 225 Arvida Parkway, Coral Gables, Florida 33156.

ARTICLE III

The Corporation is authorized to issue an aggregate total of Ten Million (10,000,000) Shares, all of which shall be designated Common Stock, having a par value of \$.001 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than fifty percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The name and address of the Corporation's initial registered office is Corpdirect Agents, 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301.

ARTICLE VI

The name of the Incorporator is Jaret L. Davis and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

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ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of September, 2000:

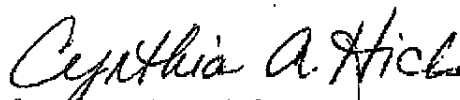

Jaret L. Davis, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ASPEDIENT TECHNOLOGIES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPDIRECT AGENTS


Cynthia A. Hicks
as Agent for the Registered Agent

Dated: September 1, 2000

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