

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Matrix Data Solutions, Inc.

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ARTICLES OF INCORPORATION
OF
MATRIX DATA SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Matrix Data Solutions, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation is 701 Fisk Street, Suite 310, Jacksonville, Florida 32204.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Lawrence M. Matheny, Jr., 701 Fisk Street, Suite 310, Jacksonville, Florida 32204.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are John R. Smith, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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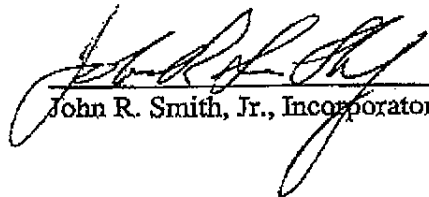
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 2000.



John R. Smith, Jr., Incorporator

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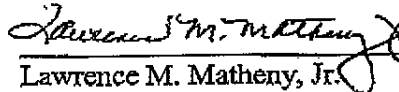
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, Matrix Data Solutions, Inc., 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 Matrix Data Solutions, Inc.
2. The name and address of the registered agent and office are Lawrence M. Matheny, Jr., 701 Fisk Street, Suite 310, Jacksonville, Florida 32204.

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Lawrence M. Matheny, Jr.

Date: August 29, 2000

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