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CHARLES S. DAYHOFF III
ATTORNEY AND COUNSELOR AT LAW

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October 10, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Re: Articles of Incorporation
Systemetrics, Inc.

300003424903--4
-10/16/00--01010--001
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed each of the following:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate Designating Registered Office for the Service of Process Within the State of Florida, and Naming the Registered Agent Upon Whom Process May be Served.
3. A check in the sum of \$70.00 for your filing fee.

Please file the above documents and return a "file stamped" copy to me as soon as possible.

Thanking you in advance for your cooperation, I am

Sincerely yours,


CHARLES S. DAYHOFF III

CSD:bf
Enclosures
cc: Christine C. Collins
00-1743-DC

FILED
00 OCT 16 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 10-16

ARTICLES OF INCORPORATION
OF
SYSTEMETRICS, INC.

FILED
00 OCT 16 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **Systemetrics, Inc.**
2. **Principal Office/Mailing Address.** The principal office of the corporation is 2714 Resnik Circle West, Palm Harbor, Florida 34683. The mailing address of the corporation is 2714 Resnik Circle West, Palm Harbor, Florida 34683.
3. **Duration.** The period of its duration shall be perpetual.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.
6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III
3830 Tampa Road, Suite 150
Palm Harbor, FL 34684

7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Name

Address

Christine Capece Collins

2714 Resnik Circle West
Palm Harbor, FL 34683

8. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Name

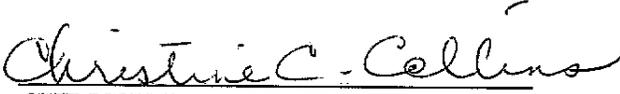
Address

Christine Capece Collins

2714 Resnik Circle West
Palm Harbor, FL 34683

9. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of October, 2000.

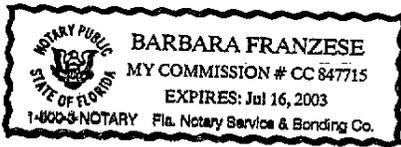

CHRISTINE CAPECE COLLINS
INCORPORATOR


CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of October 2000, by CHRISTINE CAPECE COLLINS, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

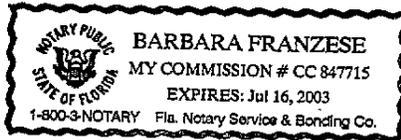


Barbara Franzese
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Barbara Franzese

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of October, 2000, by CHARLES S. DAYHOFF III, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Barbara Franzese
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Barbara Franzese

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That SYSTEMETRICS, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Harbor, State of Florida, has named CHARLES S. DAYHOFF III, 3830 Tampa Road, Suite 150, Palm Harbor, FL 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: October 10, 2000.

**SYSTEMETRICS, INC., a
Florida corporation**

By: Christine C. Collins
CHRISTINE CAPECE COLLINS
President

Having been named to accept service of process for the above-stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 10, 2000.

Charles S. Dayhoff III
CHARLES S. DAYHOFF III
REGISTERED AGENT

FILED
00 OCT 16 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA