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ATTORNEY AT LAW
CERTIFIED CIRCUIT COURT MEDIATOR

December 28, 2000

100003521371--5 -07/03701--01026--002 *****87.50 *****87.50

State of Florida Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: OMNISOLV INC

Dear Division:

Please find enclosed an original and duplicate Articles of Incorporation for immediate filing. I have also enclosed a check in the amount of \$87.50 which represents the fee for this filing.

It would be appreciated if you would return the duplicate copy to my office once this matter has been completed.

Thank you for your cooperation.

Very truly yours,

David A. Cairns

DAC/e Enclosures

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ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
SIVISION OF CORPORATIONS

of

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OMNISOLV INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is OMNISOLV INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value, fully paid and nonassessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 170 Woodridge Circle, Oldsmar, Florida 34677, and the name of the initial registered agent of this corporation at that address is KENNETH McEWAN.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The names and addresses of the two initial Directors of the corporation are:

<u>iname</u>	Address
KENNETH McEWAN	170 Woodridge Circle, Oldsmar, Florida 34677
PAUL JAMES McEWAN	170 Woodridge Circle, Oldsmar, Florida 34677

Address

Namo

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business is 170 Woodridge Circle, Oldsmar, FI 34677.

ARTICLE VII - INCORPORATOR

me name and addre	ess of the person signing these Afficies is.
<u>Name</u>	<u>Address</u>
KENNETH McEWAN	170 Woodridge Circle, Oldsmar, FL 34677
IN WITNESS WHER	EOF, I have made and subscribed these Articles this
December, 2000.	
	Lenneth M. French
STATE OF FLORIDA	
COUNTY OF INDIAN RIVER	8
before me Kenneth McEwan	that on the 29th day of December 2000, personally appeared, to me personally known and he acknowledged before me that he executed rporation for the uses and purposes therein expressed.
IN WITNESS WHER	EOF, I have hereunto set my hand and official seal in said County and State written.
	David a. Carris
(notary seal/expiration date)	Notary Public - State of Florida Print Name David A. Cairns
David A. Cairns Notary Public, State of Flor Commission No. CC 62730 My Commission Exp.03/24/2 Bonded Through Fla. Notary Service & Bonding of	Certificate #

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and Section 607.034, Florida Statutes, the following is submitted in compliance with said act:

That OMNISOLV INC, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Oldsmar, State of Florida, has named **KENNETH McEWAN**, 170 Woodridge Circle, Oldsmar, Florida, 34677, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Kenneth M Lulin KENNETH McEWAN, Registered Agent

DATE: 12/29/2000