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ROGERS, MORRIS & ZIEGLER
ATTORNEYS AT LAW

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JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
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September 28, 2001

CORPORATE RECORDS BUREAU

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

Re: **ABIDE RESEARCH, INC.**

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Incorporation for Abide Research, Inc. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee and registered agent designation. We **WILL NOT** require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER

Dictated by Mr. Rogers
and mailed in his
absence to expedite

Romney C. Rogers

RCR/lzf
Encs.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 OCT -1 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ABIDE RESEARCH, INC.

Article I - Name

The name of this corporation is: **ABIDE RESEARCH, INC.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue **One Thousand (1,000) shares of One (\$1.00) Dollar** par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4630 North University Drive, Suite 322, Coral Springs, Florida 33067; and the name of the initial registered agent of this corporation at that address is **BRUCE RECTOR**.

Article VII - Initial Board of Directors

This corporation shall have three (3) directors initially, as follows: **CRAIG HUSTON**, **BRUCE RECTOR** and **LEE HOLMAN**. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

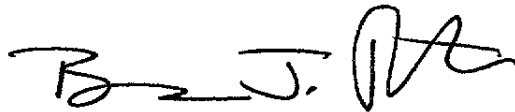
Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is **BRUCE RECTOR**, 4630 North University Drive, Suite 322, Coral Springs, Florida 33067.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of September, 2001.

A handwritten signature in black ink, appearing to read "Bruce Rector", is written over a horizontal line.

BRUCE RECTOR, Subscriber

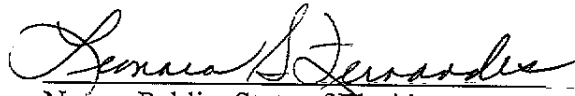
STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

Before me, a Notary Public, appeared **BRUCE RECTOR**, [] who is personally known to me or [X] who has produced FLORIDA DRIVER'S LICENSE, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 28th day of September, 2001.



Notary Public, State of Florida

Print Name: LEONORA S. FERNANDES

Commission No.: CC744291

My Commission Expires:



Leonora S. Fernandes
MY COMMISSION # CC744291 EXPIRES
July 15, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

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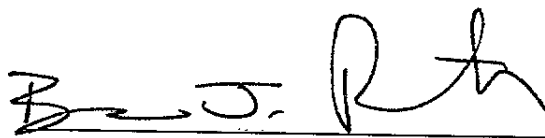
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT **ABIDE RESEARCH, INC.** DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 4630 NORTH UNIVERSITY DRIVE, SUITE 322, CORAL SPRINGS, FLORIDA
33067, HAS NAMED **BRUCE RECTOR**, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



BRUCE RECTOR

DATED: 9/28, 2001.