

LAW FIRM OF  
JAMES L. ESSENSEN  
ATTORNEY AND COUNSELOR AT LAW  
FLORIDA NEW YORK  
2071 MAIN STREET  
SARASOTA, FLORIDA 34237

James L. Essenson  
Raymond S. Grimm

IN ASSOCIATION WITH:  
BERKOWITZ & PACE  
BUFFALO, NEW YORK

(941) 954-0303  
FAX (941) 951-7739

October 15, 2001

Secretary of State  
Division of Corporation  
P.O. Box 322  
Tallahassee, Florida 32304

500004687475--1  
-11/19/01--01062--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation for Prizm Technology, Inc.

Dear Sir or Madam:

With reference to the above matter, enclosed are the following:

1. Original Articles of Incorporation for Prizm Technology, Inc.;
2. Copy of Articles of Incorporation for certifying by your office;
3. Original acceptance of Registered Agent;
4. This firm's trust check #5677 in the amount of \$78.75, made payable to Secretary of State, in consideration of the following fees:

- |  |         |
|--|---------|
| a. Filing fee/Articles of Incorporation        | \$35.00 |
| b. Filing fee registered agent designation     | \$35.00 |
| c. Certified copy of Articles of Incorporation | \$ 8.75 |

Please file the original Articles of Incorporation for Prizm Technology, Inc. and forward a certified copy of same along with your letter of acknowledgment to this office in the enclosed self-addressed, stamped envelope. Thank you.

Very truly yours,

LAW FIRM OF JAMES L. ESSENSEN

By: James L. Essenson

15MTH NOV 21 2001

JLE\dw

Enclosures

F:\client list\Boyle, Mike\Secretary of State.11.15.01.doc

ARTICLES OF INCORPORATION  
OF  
PRIZM TECHNOLOGY, INC.

ARTICLE ONE

Name of Corporation. The name of this corporation shall be Prizm Technology, Inc. and the principal corporate office address is Orange Blossom Tower, 1330 Main Street, Unit #7, Sarasota, Florida 34236.

ARTICLE TWO

General Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE THREE

Authorized Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be seventy-five hundred (7,500) of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

Term of Existence. This corporation is to exist perpetually unless dissolved according to law.

ARTICLE FIVE

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is Orange Blossom Tower, 1330 Main Street, Unit #7, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Marcia Morrison.

ARTICLE SIX

Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and addresses of the initial director of the corporation is:

Marcia Morrison  
Orange Blossom Tower  
1330 Main Street  
Unit #7  
Sarasota, Florida 34236

FILED  
01 NOV 19 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

Incorporators. The name and address of the person signing these Articles is:

Marcia Morrison  
Orange Blossom Tower  
1330 Main Street  
Unit #7  
Sarasota, Florida 34236

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 11<sup>th</sup> day of ~~October~~, 2001.

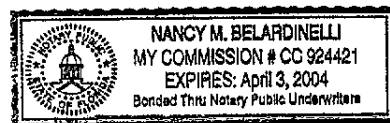
Marcia Morrison  
Marcia Morrison

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marcia Morrison, who is personally known to me or has produced Passport Photo ID as identification, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 02<sup>nd</sup> day of ~~October~~, 2001.  
November

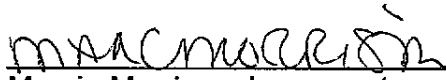
Nancy M. Belardinelli  
Notary Public  
My commission expires: 04/03/2004



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
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:

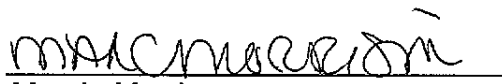
Prizm Technology, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Marcia Morrison as its agent to accept service of process within Florida at Orange Blossom Tower, 1330 Main Street, Unit #7, Sarasota, Florida 34236.

  
\_\_\_\_\_  
Marcia Morrison, Incorporator

FILED  
01 NOV 19 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.

  
\_\_\_\_\_  
Marcia Morrison

Dated: 2<sup>nd</sup> day of <sup>November</sup>~~October~~, 2001