

PO2102500

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vertex Corporation
301 North Airport Road
Naples, Florida 34104-3507

02 SEP 23 PM 2: 51

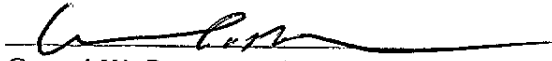
July 1, 2001

Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

Subject: Vertex Corporation

Enclosed please find an original Articles of Incorporation for the above corporation and check in the amount of \$122.50.

Sincerely,


Gerard W. Rousseau, Jr.

100004507641--0
-07/30/01--01076--007
***122.50 ***78.75

6/01/7579

D. WHITE SEP 23 2002

5



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 2001

GERARD W. ROUSSEAU, JR.
301 N AIRPORT RD
NAPLES, FL 34104-3507

SUBJECT: VERTEX CORPORATION
Ref. Number: W01000017879

We have received your document for VERTEX CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 701A00044720

Please see attached. New articles.
You still have our original check
which has cleared the bank.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 23 PM 2: 51

ARTICLES OF INCORPORATION
OF
VERTEX CORPORATION OF NAPLES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be: Vertex Corporation of Naples, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
301 North Airport Road, Naples, FL 34104

ARTICLE IV

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, 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 and terms at which it is offered to others.

ARTICLE V


The name and address of the initial Registered Agent is: Gerard W. Rousseau, Sr,
301 North Airport Road, Naples, FL 34104

ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time pursuant to the by-laws of the corporation. The name and address of the initial Board of Directors of this corporation is: Gerard W. Rousseau, Sr. 301 North Airport Road, Naples, FL 34104

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is: Gerard W. Rousseau, Sr., 301 North Airport Road, Naples, FL 34104
The undersigned has executed these Articles of Incorporation this first day of September 2002.


Gerard W. Rousseau, Sr. Incorporator

State of Florida
County of Collier

I hereby certify that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Gerard W. Rousseau, Sr., known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and seal in the County and State last aforesaid this the first day of September 2002.

Notary Public
My Commission Expires:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 23 PM 2: 51

CERTIFICATE OF DESIGNATION


REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the Corporation is: Vertex Corporation of Naples, Inc.
2. The name and address of the Registered Agent and Office is: Gerard W. Rousseau, Sr.,
301 North Airport Road, Naples, FL 34104


09/01/02
Gerard W. Rousseau, Sr., Registered Agent

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at 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 provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


09/01/02
Gerard W. Rousseau, Sr., Registered Agent