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FILED  
02 OCT 10 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 777844 81386A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 10, 2002

ORDER TIME : 11:47 AM

ORDER NO. : 777844-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq  
Robert E. Aylward, Esq

Suite 100  
600 S. Magnolia Avenue  
Tampa, FL 33606

DOMESTIC FILING

NAME: AMERICAN TELEMETRY, INC.

EFFECTIVE DATE:

400008311944--2  
-10/10/02--01071--027  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Powell - EXT. 1155

EXAMINER'S INITIALS: \_\_\_\_\_

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02 OCT 10 PM 12:57  
TALLAHASSEE, FLORIDA

OB 10/10

**ARTICLES OF INCORPORATION  
OF  
AMERICAN TELEMETRY, INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

**ARTICLE 1  
Name**

The name of this corporation is: **AMERICAN TELEMETRY, INC.**

**ARTICLE 2  
Principal Office**

The principal office and mailing address of this corporation is: 6701 Hanley Road, Tampa, Florida 33634

**ARTICLE 3  
Shares**

This corporation is authorized to issue 10 million shares of voting common stock, par value \$.01 per share.

**ARTICLE 4  
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 600 S. Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the initial registered agent of this corporation is: **Robert E. Aylward.**

**ARTICLE 5  
Incorporator**

The name and address of the person signing these Articles of Incorporation are:

Name

Address

Jorge J. Inga

6701 Hanley Road  
Tampa, Florida 33634

**ARTICLE 6**  
**Amendment**

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

**ARTICLE 7**  
**Indemnification**

This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law. The corporation, however, shall not be subject to court ordered indemnification pursuant to section 607.0950(9), Florida Statutes.

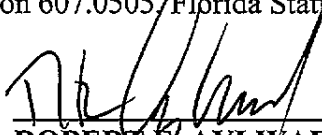
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 4th day of October, 2002.

  
\_\_\_\_\_  
JORGE J. INGA

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

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The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
**ROBERT E. AYLWARD**

PANAMERICAN/AMERICANTELEMETRYARTINC