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From:

Account Name : QUARLES & BRADY LLP  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Arrowpoint Holdings, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
ARROWPOINT HOLDINGS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
Name**

The name of the Corporation shall be **Arrowpoint Holdings, Inc.**

**ARTICLE II  
Shares**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, no par value.

**ARTICLE III  
Preemptive Rights**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE IV  
Registered Agent**

The registered agent of the Corporation is Naples-Lawdock, Inc. The street address of the Corporation's registered office is 1395 Panther Lane, Suite 300, Naples, Florida 34109.

**ARTICLE V  
Principal Office**

The principal place of business and mailing address of this Corporation shall be 1395 Panther Lane, Suite 300, Naples, Florida 34109.

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**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator to these Articles of Incorporation is Timothy G. Hains, 1395 Panther Lane, Suite 300, Naples, Florida, 34109.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of December, 2003.

  
Timothy G. Hains  
Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Arrowpoint Holding, Inc.
2. The name and address of the registered agent and office is:

Naples-Lawdock, Inc.  
1395 Panther Lane, Suite 300  
Naples, Florida 34109

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, Naples-Lawdock, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Naples-Lawdock, Inc. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligation of his position as registered agent.

NAPLES-LAWDOCK, INC.

By: 

Print Name: TIMOTHY G. HAINS

Its: PRESIDENT

Dated: DEC. 22, 2003