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06-09-04

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04 JUN 10 PM 1:06

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CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 736049 80775A

AUTHORIZATION : *Patricia Piquito*

COST LIMIT : \$ 78.75

ORDER DATE : June 10, 2004

ORDER TIME : 11:21 AM

ORDER NO. : 736049-010

CUSTOMER NO: 80775A

CUSTOMER: Robert R. Cyrus, Esq
Robert R. Cyrus, Esq

214-a North 3rd Street
Leesburg, FL 34748

DOMESTIC FILING

NAME: OVERDRIVE SYSTEMS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
OVERDRIVE SYSTEMS, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
JUN 10 PM 1:06 '06

ARTICLE I. NAME

The name of this corporation is **OVERDRIVE SYSTEMS, INC.** The principal place of business is 1331 North First Street, Suite 705, Jacksonville Beach, Florida, 32250 and the mailing address is the same.

ARTICLE II. DURATION

EFFECTIVE DATE
06-09-04

This corporation shall begin its existence June 9, 2004.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7500) Shares, par value ONE DOLLAR (\$1.00) per share, all of which shall be Common Shares. FOUR THOUSAND FIVE HUNDRED (4500) of the Common Shares shall be voting shares, with the holders to be entitled to one (1) vote for each

share. THREE THOUSAND (3000) of the Common Shares shall be non-voting shares, with the holders not being entitled to vote.

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 can 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 214-A North Third Street, Leesburg, Florida, 34748, and the name of the initial registered agent of this corporation at that address is **Robert R. Cyrus**.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. 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) nor more than four (4). The names and addresses of the initial directors of this corporation are:

NAME

W. Steele Gudal

ADDRESS

**1331 North First Street
Suite 705
Jacksonville Beach, FL 32250**

ARTICLE VIII. INCORPORATOR

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

NAME

ROBERT R. CYRUS

ADDRESS

**214-A North Third Street
Leesburg, FL 34748**

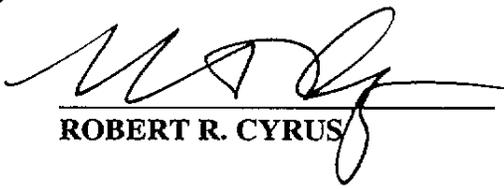
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of June, 2004.

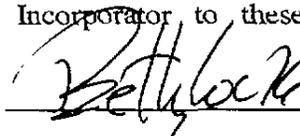


ROBERT R. CYRUS

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 9th day of June, 2004 by **ROBERT R. CYRUS**, Incorporator to these Articles of Incorporation.

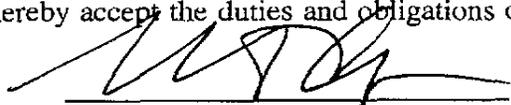




Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent, I hereby accept the duties and obligations of Section 607.325, Florida Statutes.



ROBERT R. CYRUS

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