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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

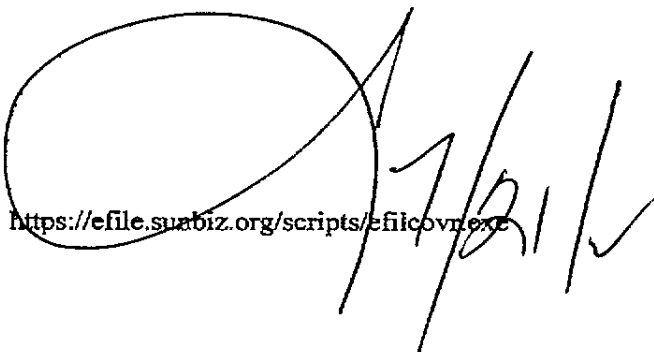
CMS Systems, Inc.

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7/20/2004

ARTICLES OF INCORPORATION
of

CMS SYSTEMS, INC.

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is CMS Systems, Inc., and the street address of the principal office of the corporation is 3109 W. Horatio Street, Suite 28, Tampa, Florida 33609.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is One Hundred 100 Shares all of which shall be Common Shares and have a par value of \$.001 each. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation is 3109 W. Horatio Street, Suite 28, Tampa, Florida 33609, Tampa, Florida, and the name of the initial registered agent of this corporation at that address is Sean Benoit.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the sole initial director of this corporation is Sean Benoit, 3109 W. Horatio Street, Suite 28, Tampa, Florida 33609.

ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Sean Benoit, 3109 W. Horatio Street, Suite 28, Tampa, Florida 33609.

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 2004.


Sean Benoit

HO 4000149650 3

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, CMS Systems, Inc., desiring to organize under the laws of the State of Florida, hereby designates Sean Benoit, located at 3109 W. Horatio Street, Suite 28, Tampa, Florida 33609, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.


Sean Benoit

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