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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : SMITH, GAMBRELL & RUSSELL LLP
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Benchmark Management Services, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
BENCHMARK MANAGEMENT SERVICES, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
Name and Principal Office of Corporation**

The name of this Corporation shall be Benchmark Management Services, Inc. The mailing address of the Corporation shall be 9570 Regency Square Blvd., Suite 400, Jacksonville, FL 32225.

**ARTICLE II
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

**ARTICLE III
Stock**

The total authorized capital stock of the Corporation shall be 100,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

Adam J. Buss
Smith, Gambrell & Russell, LLP
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202

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ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 50 N. Laura Street, Suite 2600, Jacksonville, Florida 32202. The name of the Registered Agent of this Corporation at the above address shall be Adam J. Buss.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII
Board of Directors

The name and street address of the members of the Board of Directors of this Corporation, who shall hold office until the first annual meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Edwin T. Nelson
SMC Systems, Inc.
9570 Regency Square Blvd., Suite 410
Jacksonville, FL 32225

Christopher H. Uhland
SMC Systems, Inc.
9570 Regency Square Blvd., Suite 410
Jacksonville, FL 32225

ARTICLE IX
By-Laws

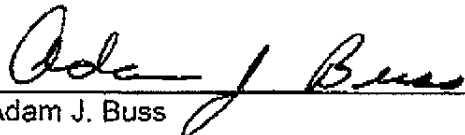
The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

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ARTICLE X
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand as of this 18th day of January, 2005.

By: 
Adam J. Buss

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Benchmark Management Services, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Smith, Gambrell & Russell, LLP, 50 N. Laura Street, Suite 2600, Jacksonville, Florida 32202, as its Registered Office and has named Adam J. Buss, located at said address as its initial Registered Agent.

By: Adam J. Buss
Adam J. Buss
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: Adam J. Buss
Adam J. Buss
Registered Agent

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