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From:

Account Name : SMITH, GAMBRELL & RUSSELL LLP
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FLORIDA PROFIT CORPORATION OR P.A.

Prosys Information Systems of Florida, Inc.

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Feb 02 05 04:02p Bruce Keenan

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February 1, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Consent To Use Of Name

Dear Sir or Madam:

Prosys Information Systems, Inc., a Florida foreign corporation, hereby grants permission and gives its consent to Prosys Information Systems of Florida, Inc., a domestic corporation, to be formed under the laws of Florida and to use the name in the State of Florida as a domestic corporation, under the name "Prosys Information Systems of Florida, Inc."

Dated as of this 2nd day of February, 2005.

Prosys Information Systems, Inc.

By: Bruce Keenan
Name: Bruce Keenan
Title: ~~President~~ Treasurer

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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

February 1, 2005

SMITH GAMBRELL & RUSSELL LLP

SUBJECT: PROSYS INFORMATION SYSTEMS OF FLORIDA, INC.
REF: W05000005001

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is #97000005887 (PROSYS INFORMATION SYSTEMS, INC.).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

FAX Aud. #: H05000025266
Letter Number: 305A00006929

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
PROSYS INFORMATION SYSTEMS OF FLORIDA, 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 Prosys Information Systems of Florida, Inc. (the "Corporation"). The initial mailing address of the Corporation shall be 1801 Hermitage Blvd. Tallahassee, Florida 43308.

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 1,000,000 shares of Common Stock, no par value per share.

ARTICLE IV
Incorporator

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

Brian T. Nash, Esq.
Smith, Gambrell & Russell, LLP
Suite 3100, Promenade II
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309-3592

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1801 Hermitage Blvd. Tallahassee, Florida 43308. The name of the initial Registered Agent of this Corporation at the above address shall be Billy Merchant.

ARTICLE VII
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, and until such time as the Bylaws have been adopted, the Board of Directors shall consist of three (3) person(s). The initial Board of Directors shall consist of:

Bruce Keenan, 4900 Avalon Ridge Parkway, Norcross, Georgia 30071
Michelle Clery, 4900 Avalon Ridge Parkway, Norcross, Georgia 30071
Michele Garcia, 1801 Hermitage Blvd. Tallahassee, Florida 43308

ARTICLE VIII
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

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.

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 31st day of January, 2005.


By: 

Brian T. Nash
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

Prosys Information Systems of Florida, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 1801 Hermitage Blvd. Tallahassee, Florida 43308, as its initial Registered Office and has named Billy Merchant, located at said address as its initial Registered Agent.

By 
Brian T. Nash, Esq.
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.


Billy Merchant