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FLORIDA PROFIT CORPORATION OR P.A.

CMSI ACQUISITION CORP.

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2/11/05
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**ARTICLES OF INCORPORATION
OF
CMSI ACQUISITION CORP.**

ARTICLE I

The name of the corporation is CMSI Acquisition Corp. (the "Corporation")

ARTICLE II

The period of existence of the Corporation is perpetual.

ARTICLE III

The principal place of business of the Corporation is 3686 Aloma Avenue, Suite 10, Winter Park, Florida 32792.

ARTICLE IV

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the Florida Business Corporation Act or any amendment thereto.

ARTICLE V

The total number of shares of stock which the Corporation shall have the authority to issue is 1000 shares of common stock with no par value.

ARTICLE VI

The address of the Corporation's initial registered office in the State of Florida is 3686 Aloma Avenue, Suite 10, Winter Park, Florida 32792. The name of the Corporation's initial registered agent at such address is David Bolton.

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ARTICLE VII

The initial board of directors shall consist of 1 member. The names and addresses of the member of the first board of directors is:

Michael O'Donnell
15 Piedmont Center, Suite 11
Atlanta, Georgia 30303

ARTICLE VIII

The name and mailing address of the Corporation's incorporator is as follows:

Scott L. Allen
King & Spalding LLP
191 Peachtree Street NE
Atlanta, Georgia 30303

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



David Bolton, Registered Agent

Date: 2/10/05



Scott L. Allen, Incorporator

Date: 2/10/05

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