

**Electronic Articles of Incorporation  
For**

P05000129988  
FILED  
September 21, 2005  
Sec. Of State  
jshivers

OVERDRIVE SYSTEMS II, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

OVERDRIVE SYSTEMS II, INC.

**Article II**

The principal place of business address:

5022 GATE PARKWAY  
208  
JACKSONVILLE, FL. US 32256

The mailing address of the corporation is:

5022 GATE PARKWAY  
208  
JACKSONVILLE, FL. US 32256

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

4500 V - 3000 NV

**Article V**

The name and Florida street address of the registered agent is:

ROBERT R CYRUS  
214 NORTH THIRD STREET  
A  
LEESBURG, FL. 34748

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROBERT R. CYRUS

### **Article VI**

The name and address of the incorporator is:

W. STEELE GUDAL  
5022 GATE PARKWAY  
SUITE 208  
JACKSONVILLE, FL 32256

Incorporator Signature: W. STEELE GUDAL

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D  
W. STEELE GUDAL  
5022 GATE PARKWAY, SUITE 208  
JACKSONVILLE, FL. 32256 US

Title: P,S  
W. STEELE GUDAL  
5022 GATE PARKWAY, SUITE 208  
JACKSONVILLE, FL. 32256 US

Title: VP  
JAMES Z KAGILIERY  
5022 GATE PARKWAY, SUITE 208  
JACKSONVILLE, FL. 32256 US

Title: VP  
JAMES E THOMPSON JR  
5022 GATE PARKWAY, SUITE 208  
JACKSONVILLE, FL. 32256 US

Title: VP  
KENNETH S FRENCH  
5022 GATE PARKWAY, SUITE 208  
JACKSONVILLE, FL. 32256 US

### **Article VIII**

The effective date for this corporation shall be:

09/21/2005