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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Suite 2800 1100 Peachtree St.
Atlanta GA 30309-4530
t 404 815 6500 f 404 815 6555
www.KilpatrickStockton.com

March 24, 2006

direct dial 404 815 6340
direct fax 404 541 4648
ABiernath@KilpatrickStockton.com

VIA UPS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Incisive Capital Management Corp.

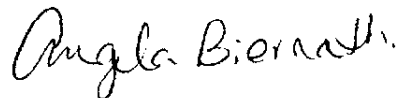
Dear Sir or Madam:

Enclosed for filing are the original and two copies of the Articles of Incorporation of Incisive Capital Management Corp. Also enclosed are the Cover Letter and this firm's check in the amount of \$78.75 for the filing fee and certified fee.

Please return evidence of filing to me at the address above.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads 'Angela E. Biernath'.

Angela E. Biernath
Paralegal

Enclosures

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: INCISIVE CAPITAL MANAGEMENT CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Angela E. Biernath, Paralegal
Name (Printed or typed)

Kilpatrick Stockton LLP, 1100 Peachtree Street, Suite 2800
Address

Atlanta, Georgia 30309
City, State & Zip

(404) 815-6340
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
INCISIVE CAPITAL MANAGEMENT CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is Incisive Capital Management Corp. and its mailing address is 10901 Brighton Bay Boulevard, N.E., #8304, St. Petersburg, Florida 33716.

ARTICLE II

PRINCIPAL OFFICE

The initial principal place of business and the mailing address of the corporation is: 10901 Brighton Bay Boulevard, N.E., #8304, St. Petersburg, Florida 33716.

ARTICLE III

NATURE OF BUSINESS

The corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence

shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "common shares".

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 10901 Brighton Bay Boulevard, N.E., #8304, St. Petersburg, Florida 33716., and the name of the initial registered agent of the corporation at that address is Jeffrey A. Newman.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The name and address of the sole director of the corporation is: Jeffrey A. Newman, 10901 Brighton Bay Boulevard, N.E., #8304, St. Petersburg, Florida 33716.

ARTICLE VII
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

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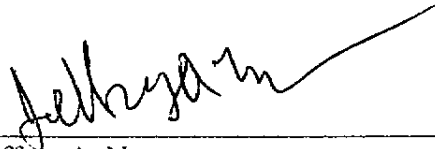
ARTICLE IX
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the person signing these Articles is:

Jeffrey A. Newman
10901 Brighton Bay Boulevard, N.E., #8304
St. Petersburg, Florida 33716

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9th day of March, 2006.

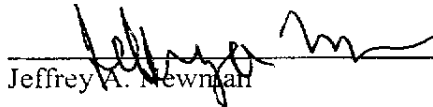


Jeffrey A. Newman

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9 day of March, 2006.



Jeffrey A. Newman