

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

csc networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 524968 46568

AUTHORIZATION :

Patricia Pysko

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1995

ORDER TIME : 10:13 AM

ORDER NO. : 524968

CUSTOMER NO: 46568

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CUSTOMER: Kristy Hair, Legal Assistant
GREENDERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

P95000003662

NAME: TRAPEZOID CONSULTING
CORPORATION

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX _____ CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Pl
1-13-95
02/A

FILED
95 JAN 13 PM 1:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
TRAPEZOID CONSULTING CORPORATION
(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is TRAPEZOID CONSULTING CORPORATION (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Information Services, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the Corporation is Barbara A. Hall, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VI - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE VIII - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of TRAPEZOID CONSULTING CORPORATION this 2nd day of January, 1995.



Barbara A. Hall
Incorporator

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CONSENT OF REGISTERED AGENT
OF
TRAPEZOID CONSULTING CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Corporation Information Services, Inc., whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of TRAPEZOID CONSULTING CORPORATION, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION INFORMATION
SERVICES, INC.
Registered Agent

By: Karen B. Rozar
Karen B. Rozar, registered agent