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Raymond M. Quimby
12180 - 28th Street North
St. Petersburg, FL 33716

January 12, 1994

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

Subject: MORGAN DATA SYSTEMS, INC.

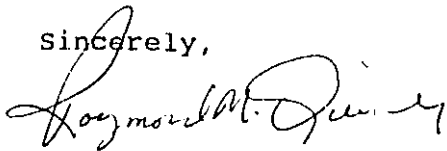
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JAN 15 1994

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above-named corporation and a check in the amount of \$122.50.

If you have any questions about this filing, please contact me at 813/572-9660.

Sincerely,



Raymond M. Quimby

FILED
95 JAN 15 AM 8 51
DIVISION OF STATE
TALLAHASSEE, FLORIDA

H. SIMS JAN 19 1995

ARTICLES OF INCORPORATION
OF
MORGAN DATA SYSTEMS, INC.

FILED
95 JAN 16 AM 8 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MORGAN DATA SYSTEMS, INC.

ARTICLE II - PRINCIPAL OFFICE AND NATURE OF BUSINESS

The principal place of business and mailing address of the corporation shall be 12180 - 28th Street North, St. Petersburg, FL 33716.

The purpose of this corporation is to sell and service data processing equipment and software and engage in any other activity or business permitted under the laws of the United States and Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that

have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE IV - TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall not have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 12180 - 28th Street North, St. Petersburg, FL 33716 and the name of the initial registered agent at that address is Raymond M. Quimby.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is One (1). The name and address of persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Raymond M. Quimby	4737 Dophin Cay Lane South #503 St. Petersburg, FL 33711-4672

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Raymond M. Quimby	12180 - 28th Street North St. Petersburg, FL 33716

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directc . any

other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because of his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

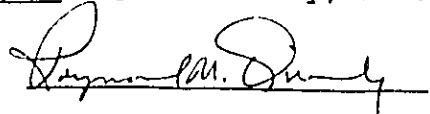
The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting

thereof.

ARTICLE XII - MISCELLANEOUS

Other lawful provisions, if any, concerning the stock of this corporation, or for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its Directors or Shareholders, or of any class of Shareholders: None.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of January, 1995.



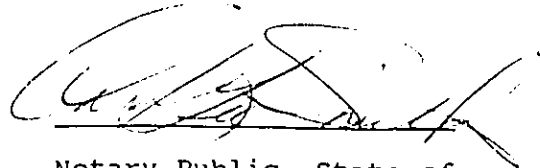
Raymond M. Quimby

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was sworn to and acknowledged before me this 13th day of January, 1995 by Raymond M. Quimby of MORGAN

DATA SYSTEMS, INC. *Produced Pursuant to Protective Order in Case No. 95-10000* # 9570 733-49-376-0



Notary Public, State of
Florida at Large

My commission expires:

(SEAL)

Notary Public
State of Florida at Large
My Commission Expires:
12/31/1995

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JAN 19 AM 8 51
TALLAHASSEE, FLORIDA
STATE

Pursuant to the provisions of Section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MORGAN DATA SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Raymond M. Quimby
12180 - 28th Street North
St. Petersburg, FL 33716

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT 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.

Signature Raymond M. Quimby
Date 1-13-95