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ACCOUNT NO. : 072100000032

REFERENCE : 589701 86901D

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : May 2, 1995

ORDER TIME : 10:04 AM

300001470833

ORDER NO. : 589701

CUSTOMER NO: 86901D

CUSTOMER: Ms. Janet M. Budhu
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: R.T. LIELL SYSTEMS &
PROGRAMMING, INC.

FILED
95 MAY -2 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN MAY - 2 1995

ARTICLES OF INCORPORATION

OF

R. T. LIELL SYSTEMS & PROGRAMMING, INC.

FILED
95 MAY -2 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is R. T. LIELL SYSTEMS & PROGRAMMING, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 4493 South Atlantic Avenue, New Smyrna Beach, Florida 32169.

The mailing address, wherever located, of the corporation is P.O. Box 1710, New Smyrna Beach, Florida 32170.

THIRD: The number of shares that the corporation is authorized to issue is one thousand, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 4493 South Atlantic Avenue, New Smyrna Beach, Florida 32169.

The name of the initial registered agent of the corporation at the said registered office is Richard T. Liell.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Athena Amaxas	375 Hudson Street, 11th Floor New York, New York 10014

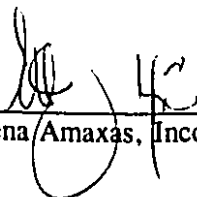
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 6, 1995.



Athena Amaxas, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: Richard T. Liell
Richard T. Liell

Date: 4/26/95

FILED
95 MAY -2 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95 0000 34 203

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BRUSSELS
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WHITMAN BREED ABBOTT & MORGAN

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PALM BEACH
SACRAMENTO
WASHINGTON, D.C.

WRITER'S DIRECT DIAL NUMBER:

(203) 862-2470

May 22, 1995

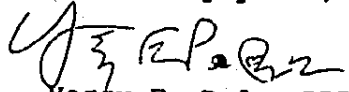
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314-6327

Re: R.T. Liell Systems & Programming, Inc.
Document Number: P95000034203

Dear Sir/Madam:

In connection with the above referenced corporation I am enclosing a copy of the Articles of Incorporation filed with your office on May 2, 1995. Please note in Article Second the mailing address for the corporation is incorrect. The correct address is P. O. Box 2070, New Smyrna Beach, Florida 32170. Kindly make the change accordingly and forward to the undersigned confirmation of said change. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Harry E. Peden III

HEPIII/njm/1666P
Enclosure

updated
5-31-95