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RECEIVED  
MAY 18 1995  
DIVISION OF CORPORATIONS

May 18, 1995

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

HAND DELIVERY

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-05/18/95--01081--0115  
\*\*\*\*\*87.75 \*\*\*\*\*83.75

Re: Southern Accent Computer Systems, Inc.

Dear Sirs:

Enclosed for filing please find Articles of Incorporation for Southern Accent Computer Systems, Inc. Also enclosed is a check in the amount of \$78.75 made payable to the Secretary of State. This fee is to cover the filing fee, designation of registered agent, and a certificate of status.

Please call should you have any questions.

Very truly yours,

Robert S. Hightower

RECEIVED  
MAY 18 PM 3:09  
DIVISION OF CORPORATIONS

RSH:mmr  
enclosures

cc: Mr. Peter A. Butzin, President

pick up 4:00

NANCY HENDRICKS MAY 18 1995

ARTICLES OF INCORPORATION OF  
SOUTHERN ACCENT COMPUTER SYSTEMS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 19 11 30 AM '67

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name and Principal Office

The name of this Corporation shall be SOUTHERN ACCENT COMPUTER SYSTEMS, INC. The Corporation's principal office is 1339 East Tennessee Street, Tallahassee, Florida 32308-5107.

ARTICLE II.

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 7,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the

form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV.

Powers

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V.

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Peter A. Butzin:                   1339 East Tennessee Street  
  Tallahassee, Florida 32308-5107

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1339 East Tennessee Street, Tallahassee, Florida 32308-5107. The name of the initial Registered Agent of the Corporation at the above address shall be Peter A. Butzin. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.

Number of Directors

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the stockholders.

ARTICLE IX.

Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until his successor is elected is as follows:

Peter A. Butzin:                   1339 East Tennessee Street  
  Tallahassee, Florida 32308-5107

ARTICLE X.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Peter A. Butzin:                   1339 East Tennessee Street  
  Tallahassee, Florida 32308-5107

President:           Peter A. Butzin  
Secretary:          Peter A. Butzin  
Treasurer:          Peter A. Butzin

ARTICLE XI.

Transactions In Which Directors  
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, solely because such director or directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholder.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XIV.

Corporate Action

Any action by the Shareholders/Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders/Directors entitled to a vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records as provided by law. Board of Directors' and Shareholders' meetings may be held jointly and all business of the corporation may be conducted in this fashion upon inception of this corporation until amendment of these Articles. All lawful business allowed by Shareholders and Board of Directors under Chapter 607, Florida Statutes, and the By-Laws of this corporation shall take place at such meetings.

IN WITNESS WHEREOF, the undersigned, being the original  
subscribing Incorporator to the foregoing Articles of  
Incorporation, has executed these Articles of Incorporation this  
16 day of May, 1995.

  
\_\_\_\_\_  
PETER A. BUTZIN

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

FILED  
MAY 18 1968  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

SOUTHERN ACCENT COMPUTER SYSTEMS, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 1339 East Tennessee Street, Tallahassee, Florida 32308-5107 as its initial Registered Office and has named Peter A. Butzin, located at said address as its initial Registered Agent.

  
PETER A. BUTZIN, President

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
PETER A BUTZIN  
Registered Agent