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LOUIS MAMO & COMPANY
ACCOUNTANTS & TAX CONSULTANTS
3600 W. COMMERCIAL BLVD., SUITE #207
FT. LAUDERDALE, FLORIDA 33309
(305) 733-4347
FAX (305) 733-5618

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

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-05/08/95--01132--017
***122.50 ***122.50

SUBJECT: Group 1 of Florida, Inc.

Enclosed please find an original and one (1) copy of the Articles of
Incorporation for the above corporation and check in the amount of
\$ 122.50.

FROM: Louis Mamo & Company
3600 W. Commercial Blvd., Suite #207
Fort Lauderdale, FL 33309

FILED
95 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/23

11/10/95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

LOUIS MAMO & COMPANY
3600 W. COMMERCIAL BLVD.
SUITE 207
FT. LAUDERDALE, FL 33309

SUBJECT: GROUP 1 OF FLORIDA, INC.
Ref. Number: W95000010119

We have received your document for GROUP 1 OF FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 995A00024426

LOUIS MAMO & COMPANY
ACCOUNTANTS & TAX CONSULTANTS
3600 W. COMMERCIAL BLVD., SUITE #207
FT. LAUDERDALE, FLORIDA 33309
(305) 733-4347
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May 18, 1995

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

Attn: Loria Poole
Corporate Specialist

RE: Group 1 Systems, Inc.
Group 1 of Florida, Inc.
Letter Number: 995A00024426

Dear Ms. Poole:

Per our telephone conversation of May 17, 1995 please find enclosed a copy of the new Articles of Incorporation for Group 1 Systems, Inc. Please also find a copy of the articles of incorporation for Group 1 of Florida, Inc. which was rejected under letter number 995A00024426. Please apply the payment of \$122.50 to Group 1 Systems, Inc.

Please expedite this matter and if you have any questions, please contact our office.

Sincerely,

LOUIS MAMO & COMPANY


Silvio Zuccarelli

SZ/jrd

Enclosures

FILED
95 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Group 1 Systems, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Group 1 Systems, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7040 West Palmetto Park Road, Suite #2-296
Boca Raton, FL 33433

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock at a \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Marta Victoria Wallace
7040 West Palmetto Park Road, Suite #2-296
Boca Raton, FL 33433

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Marta Victoria Wallace
7040 West Palmetto Park Road, Suite #2-296
Boca Raton, FL 33433

ARTICLE VI AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE VII- BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

The undersigned has(have) executed these Articles of Incorporation this
18 day of May, 19 95.

William Wallace / President
Signature/Title

Donald A. Wallace / Vice President
Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: Group 1 Systems, Inc.

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

Marta Victoria Wallace

(NAME)

7040 W. Palmetto Park Road, Suite #2-296

(P.O. BOX NOT ACCEPTABLE)

Boca Raton, FL 33433

(CITY/STATE/ZIP)

SIGNATURE

Marta Victoria Wallace
Corporate Officer

TITLE

President

DATE

5-18-95

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 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.

SIGNATURE

Marta Victoria Wallace

DATE

5-18-95

FILED
MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA