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TRANSMITTAL LETTER

95 MAY 22 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 15, 1995

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

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-05/22/95--01066--011
***122.50 ***122.50

SUBJECT: Palm Coast Technologies, Inc.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: Thomas S. Wyatt, Jr.
Thomas S. Wyatt, Jr.

From: Thomas S. Wyatt, Jr.
4157 Stacey Road
Jacksonville Beach, Florida 32250
(904) 223-7964

5/23/95
TB

ARTICLES OF INCORPORATION
OF
PALM COAST TECHNOLOGIES, INC.

ARTICLE I - NAME

The name of the corporation shall be: Palm Coast Technologies, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

c/o 4157 Stacey Road
Jacksonville Beach, Florida 32250

ARTICLE III - CAPITAL STOCK

- (a) **Authorized Shares.** The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 (ten thousand) shares, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.
- (b) **Capital Stock.** The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having a par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.
- (c) **Corporate Liquidation and Dissolution.** In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.
- (d) **Voting.** Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.
- (e) **Preemptive Rights.** Shareholders shall have no preemptive rights.
- (f) **Cumulative Voting.** Cumulative voting shall not be permitted.
- (g) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mary A. Robison
1 Independent Drive, Suite 2600
Jacksonville, Florida 322202

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas S. Wyatt, Jr.
4157 Stacey Road
Jacksonville Beach, Florida 32250

ARTICLE VI - DIRECTORS

(a) **Number.** The corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

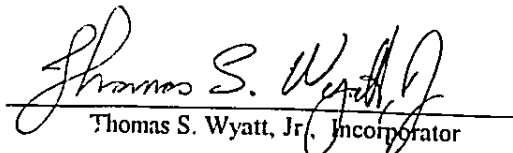
(b) **Initial Board of Directors.** The name and address of the initial director until the first annual meeting of the shareholders is as follows:

Thomas S. Wyatt, Jr.
4157 Stacey Road
Jacksonville Beach, Florida 32250

(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which compensation shall be paid. Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

The undersigned has executed these Articles of Incorporation this 15th day of May 1995.


Thomas S. Wyatt, Jr., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

That, PALM COAST TECHNOLOGIES, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Certificate of Incorporation, at City of
Jacksonville, County of Duval, State of Florida, has named Mary A.
Robison, Esquire, located at 1 Independent Drive, Suite 2600, City
of Jacksonville, County of Duval, State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

Mary A. Robison
Mary A. Robison
(Resident Agent)