

P9500004372 /

TRANSMITTAL LETTER

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

SUBJECT: Scanco, Inc.

400001486174  
-05/23/95--01035--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of Seventy (\$70.00) Dollars.

From & Return To:

R.A. "Rick" Shiarla  
Rasco International Corporation db  
Expert Paralegals  
P.O. Box 521134  
Longwood, Florida 32752-1134  
(407) 339-1220

55 JUN -7 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06708  
06502  
06671

12/4/95  
RA

0695-10927



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 24, 1995

R.A. RICK SHIARLA  
POST OFFICE BOX 521134  
LONGWOOD, FL 32752-1134

SUBJECT: SCANCO, INC.  
Ref. Number: W95000010927

We have received your document for SCANCO, INC. and check(s) totaling \$70.00. 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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 895A00026426

**ARTICLES OF INCORPORATION  
OF  
SCANCO SYSTEMS, INC.**

FILED  
25 JUN - 7 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

**ARTICLE ONE - NAME**

The name of the corporation shall be: SCANCO SYSTEMS, INC.

**ARTICLE TWO - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be

110 Des Pinar Lane  
Longwood, Florida 32750

**ARTICLE THREE - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE FOUR - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE FIVE - CAPITAL STOCK**

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

| <u>Class</u> | <u>Par Value</u> | <u>Number</u> |
|--------------|------------------|---------------|
| Common       | N/A              | 1000          |

#### ***ARTICLE SIX - INITIAL REGISTERED AGENT***

The name and address of the initial registered agent and registered office is

L.A. Scantlan  
110 Des Pinar Lane  
Longwood, Florida 32750

#### ***ARTICLE SEVEN - INITIAL DIRECTOR***

The number of directors constituting the initial Board of Directors of the corporation is one, and the name of the person(s) who is(are) to serve as a director(s) until the organizational meeting or until the first meeting of shareholders or until his(their) successor(s) is(are) elected and qualified is(are)

L.A. Scantlan

#### ***ARTICLE EIGHT - LIMITATION OF LIABILITY***

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ***ARTICLE NINE - SELF DEALING***

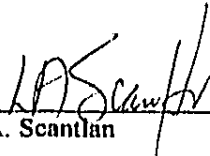
No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE TEN - INCORPORATOR**

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

L.A. Scantlan  
110 Des Pinar Lane  
Longwood, Florida 32750

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 5th day of May, 1995.

  
\_\_\_\_\_  
L.A. Scantlan

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT & REGISTERED OFFICE**

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 AGENT AND REGISTERED OFFICE, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is:

*Scanco Systems, Inc.*

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

L.A. Scantlan  
110 Des Pinar Lane  
Longwood, Florida 32750

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 to 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.

  
L.A. Scantlan  
(signature of registered agent)

6/3/95  
(Date)