

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-22-9171

904-22-0003 FAX

800-142-826

**CSC networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 654898 4134B

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 140.00

ORDER DATE : August 7, 1995

ORDER TIME : 11:06 AM

400001554154

ORDER NO. : 654898

CUSTOMER NO: 4134B

CUSTOMER: Ms. Helen Brock Ford  
BROAD AND CASSEL

Suite 1100  
390 N. Orange Avenue  
Orlando, FL 32801

EFFECTIVE DATE  
AUG - 4 1995

DOMESTIC FILING

NAME: ETB TECHNOLOGIES, INC.

FILED  
95 AUG - 7 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
XXX        CERTIFICATE OF GOOD STANDING (2 g/s)

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN AUG - 7 1995

EFFECTIVE DATE

AUG - 8 1995

ARTICLES OF INCORPORATION

OF

ETB TECHNOLOGIES, INC.

FILED  
95 AUG -7 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ETB TECHNOLOGIES, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 101 Southhall Lane, Suite 125, Maitland, Florida 32751.

ARTICLE III - AUTHORIZED SHARES

A. The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of Class A Common Stock having a par value of \$.10 per share, and 1,000 shares of non-voting Class B Common Stock having a par value of \$.10 per share.

B. The holders of Class B Common Stock are not entitled to vote except as required by law.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc. Central Florida, Inc.	390 N. Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of this corporation's initial Board of Directors are as follows:

Robyn Alligood White  
Keith Q. Hicks  
Randal M. Alligood  
Gregory G. White  
Diana Sabacinski  
Beverly White  
Donna Mitchell

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by Florida law.

ARTICLE VIII - EFFECTIVE DATE

The effective date of this Corporation shall be August 4, 1995.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 4th day of August, 1995.

B&C Corporate Services of  
Central Florida, Inc.

By: [Signature]  
Randal M. Alligood, Vice  
President

**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 agent, in the State of Florida.

1. The name of the corporation is ETB TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF  
CENTRAL FLORIDA, INC.  
390 North Orange Avenue  
Suite 1100  
Orlando, Florida 32801

ETB TECHNOLOGIES, INC.

By: B&C Corporate Services  
Central Florida, Inc.

By: [Signature]  
Randal M. Alligood, Vice  
President

Title: Incorporator

Dated this 17<sup>th</sup> day of August, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of  
Central Florida, Inc.

By: [Signature]  
Randal M. Alligood, Vice  
President

Dated this 17<sup>th</sup> day of August, 1995.

FILED  
95 AUG -7 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

**P95000060688**

**CSC networks**

PRINTED MAIL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000000002

REFERENCE : 685170 4134B

AUTHORIZATION :

*Patricia Pyjute*

COST LIMIT : \$ 122.50

ORDER DATE : September 18, 1995

ORDER TIME : 12:29 PM

ORDER NO. : 685170

90000015812009

CUSTOMER NO: 4134B

CUSTOMER: Sandra C. Gordon, Esq  
Broad And Cassel  
Suite 1100  
390 N. Orange Avenue  
Orlando, FL 32801

*2/10/95*

ARTICLES OF MERGER

NEW ENGLAND TALENT &  
TECHNOLOGY, INC.

INTD ..

*9/18/95*

ETB TECHNOLOGIES, INC.

*INC. IL*

PLEASE RETURN THE FOLLOWING AS PROOF OF RETURNING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Lora R. Dunlap

EXAMINER'S INITIALS:

FILED  
95 SEP 18 PM 4 50

*ADL*  
*ADL*  
*ADL*

P9500000688



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NEW ENGLAND TALENT & TECHNOLOGY, INC., a Massachusetts corporation  
not authorized to transact business in Florida

INTO

ETB TECHNOLOGIES, INC., a Florida corporation, P95000060688

File date: September 18, 1995

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS INTO  
ETB TECHNOLOGIES, INC.

FILED  
95 SEP 18 PM 4:00

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger (the "Articles of Merger") for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
ETB Technologies, Inc.	Florida
New England Talent & Technology, Inc.	Massachusetts

ETB Technologies, Inc. is the surviving corporation.

2. The laws of the states under which the constituent foreign corporations are organized permit merger.

3. The name of the surviving corporation is ETB Technologies, Inc., and it is to be governed by the laws of the State of Florida.

4. The following plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized: The shareholders of the undersigned foreign corporation will receive all cash and a promissory note for 100% of the issued and outstanding shares of capital stock of the foreign corporation and in respect thereof, the foreign corporation will cancel all issued and outstanding shares of its capital stock and will be deemed merged into the undersigned domestic corporation upon the filing of these Articles of Merger with the Florida Department of State (the "Plan of Merger").

5. All of the shareholders of ETB Technologies, Inc. entitled to vote unanimously approved the Plan of Merger by written consent dated August 16, 1995.

6. All of the shareholders of New England Talent & Technology, Inc. entitled to vote unanimously approved the Plan of Merger by written consent dated August 31, 1995.

Dated: August 24, 1995.

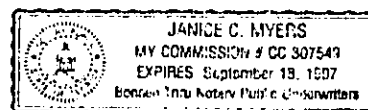
ETB TECHNOLOGIES, INC., a  
Florida corporation

By: Gregory G. White  
Gregory G. White  
President

STATE OF Florida  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24th day of August, 1995, by Gregory G. White as President of ETB Technologies, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and who did take an oath.


Janice C. Myers  
(Signature of Notary Public)  
Janice C. Myers  
(Typed name of Notary Public)  
State of Florida  
Commission No. CC-307549  
My commission expires:





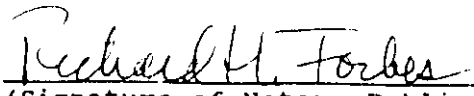
[continuation of signature page to Articles of Merger]

NEW ENGLAND TALENT &  
TECHNOLOGY, INC., a  
Massachusetts corporation

By:   
Thomas F. Cox  
President

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF SUFFOLK

The foregoing instrument was acknowledged before me this 31<sup>st</sup>  
day of August, 1995, by Thomas F. Cox as President of New England  
Talent & Technology, Inc., a Massachusetts corporation, on behalf  
of the corporation. He is personally known to me or has produced  
\_\_\_\_\_ as identification and who did take an oath.

  
(Signature of Notary Public)

RICHARD H. FORBES  
(Typed name of Notary Public)  
Commonwealth of Massachusetts  
Commission No. \_\_\_\_\_  
My commission expires: 9/22/2000

P95000060688



ACCOUNT NO. : 072100000032

REFERENCE : 556013 4381472

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : October 7, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 556013-005

CUSTOMER NO: 4381472

000002813960--3

CUSTOMER: Marshall Harris, Esq  
Broad And Cassel  
Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: ETB TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: \_\_\_\_\_

Handwritten initials and date: 10/11/97

ARTICLES OF AMENDMENT  
OF  
ETB TECHNOLOGIES, INC.

ETB TECHNOLOGIES, INC., a Florida corporation, hereby adopts these Articles of Amendment to the cooperation" Articles of Incorporation.

- 1 The current name of the corporation is ETB Technologies, Inc
- 2 The Articles of Amendment are hereby amended by deleting therefrom Article III in its entirety and substituting in lieu thereof the following

"ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is 2,000,000 shares of Common Stock, par value \$.01 per share "

- 3 Except as amended hereby, the original Articles of Incorporation remain the same
- 4 The amendment was approved by the directors and shareholders of the corporation on the 6th of October, 1997. These Articles of Amendment shall be effective upon filing with the Secretary of State

IN WITNESS WHEREOF, ETB Technologies, Inc has caused these Articles of Amendment to be executed on this 6th day of October, 1997

ETB TECHNOLOGIES, INC.

By:

  
Donna M. Mitchell, President