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TALLAHASSEE, FL 32301

800-342-8086

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ACCOUNT NO. : 07 00000032

REFERENCE : 657697 6162A

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 122.50

ORDER DATE : August 10, 1995

ORDER TIME : 2:48 PM

000001557876

ORDER NO. : 657697

CUSTOMER NO: 6162A

CUSTOMER: Melissa L. Wilson, Legal Asst  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

FILED  
95 AUG 10 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ACCOUNTRAIN, INC.

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX \_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN AUG 11 1995

ARTICLES OF INCORPORATION  
OF  
ACCOUNTRAIN, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ACCOUNTRAIN, INC. The mailing address of the corporation shall be 201 E. Pine St., Suite 1200, Orlando, Florida 32801.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine St., Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 E. Pine St., Suite 1200 Orlando, Florida 32801

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - AMENDMENT

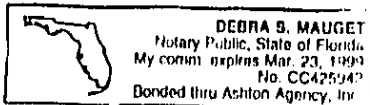
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day August, 1995.

  
\_\_\_\_\_  
Michael E. Neukamm  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
7<sup>th</sup> day of August, 1995, by Michael E. Neukamm, who is  
personally known to me and did not take an oath.



AFFIX NOTARY STAMP

Debra S. Maugel  
Signature of Notary Public  
DEBRA S. MAUGEL  
(Print Notary Name)  
My Commission Expires: 3/23/99  
Commission No.: CC425942

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of  
Incorporation of ACCOUNTRAIN, INC., I hereby accept and agree to  
act in this capacity.

Michael E. Neukamm  
Michael E. Neukamm

mlw\account\articles