

PLG 7-1995 16:40 JAMES W. MARTIN P.01

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DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
((H95000009132))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: JAMES W. MARTIN, P.A.
DEPARTMENT OF STATE 201 2ND AVE N
STATE OF FLORIDA SUITE C
409 EAST GAINES STREET ST PETERSBURG FL 33701-

0000

TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: JAMES W MARTIN
PHONE: (813) 821-0904
FAX: (813) 823-3479

((H95000009132)))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AVPROX, INC.
FAX AUDIT NUMBER: H95000009132
DATE REQUESTED: 08/17/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$70.00

CURRENT STATUS: REQUESTED
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95 AUG 18 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/18

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DIVISION OF CORPORATIONS

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10-17-1995 16145

JAMES W. MARTIN, INC.

013 621 0904 P.02

FAX AUDIT NUMBER H95000009132

Articles of Incorporation
OF
AVPROX, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be:
AVProx, Inc.

Article 2. Address. The address of the principal office and mailing address of the Corporation is: 2201 - 4th Street North, Suite B, St. Petersburg, Florida 33704.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares. Such shares shall have a par value of \$1 per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2201 - 4th Street North, Suite B, St. Petersburg, Florida 33704, and the name of its initial Registered Agent at that address is Preston S. Hearn.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Preston S. Hearn	2201 - 4th Street North, Suite B St. Petersburg, Florida 33704
Adam J. Carr	2201 - 4th Street North, Suite B St. Petersburg, Florida 33704

Article 6. Initial Officers. The names of the initial Officers of the Corporation, who shall serve until their successors are elected at the first annual meeting of the Board of Directors are as follows:

President	Preston S. Hearn
Vice President	Adam J. Carr
Secretary	Adam J. Carr
Assistant Secretary	Preston S. Hearn
Treasurer	Adam J. Carr
Assistant Treasurer	Preston S. Hearn

Prepared by:
James W. Martin, P.A.
201 Second Avenue North #C
St. Petersburg, FL 33701
Phone 813/821-0904 Fla. Bar #174794

FAX AUDIT NUMBER H95000009132

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Preston S. Hearn	2201 - 4th Street North, Suite B St. Petersburg, Florida 33704
Adam J. Carr	2201 - 4th Street North, Suite B St. Petersburg, Florida 33704

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Shareholders' Preemptive Rights. The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

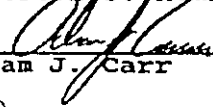
Article 11. Share Transfer Restrictions. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

In witness whereof, the undersigned have signed these Articles of Incorporation on this 16 day of August, 1995.


Preston S. Hearn

8-16-95


Adam J. Carr

8/16/95

FUG-17-1995 16147

JAMES W. MARTIN, JR

013 021 0904 P.04

FAX AUDIT NUMBER H95000009132

Acceptance of Designation
Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: August 16, 1995

Preston S. Hearn
Preston S. Hearn

8-16-95

FILED
95 AUG 18 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUL 23 1996 15:18 JAMES W. MARTIN, P.A. 821 0904 P.A.
2/23/96
3:18 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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(((H96000002664)))
TO: DIVISION OF CORPORATIONS FROM: JAMES W. MARTIN, P.A.
DEPARTMENT OF STATE 201 2ND AVE N
STATE OF FLORIDA SUITE C
409 EAST GAINES STREET ST PETERSBURG FL 33701-
TALLAHASSEE, FL 32399 CONTACT: JAMES W MARTIN
FAX: (904) 922-4000 PHONE: (813) 821-0904
FAX: (813) 823-3479
DOCUMENT TYPE: BASIC AMENDMENT
NAME: AVPROX, INC.
FAX AUDIT NUMBER: H96000002664 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/23/1996 TIME REQUESTED: 15:18:50
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX/MAIL
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER:
072720000066

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FEB 23 1996
JAMES W. MARTIN, P.A.

FEB-23-1996 15:35

JAMES W. MARTIN, P.A.

813 821 0904 P.02

FAX AUDIT #H96000002664

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AVPROX, INC.
HEREAFTER TO BE KNOWN AS
AVPROX, INCORPORATED

FILED
05 FEB 23 PM 5:02
CLERK OF COURT
ST. PETERSBURG, FLORIDA

I, the undersigned, being the President and Secretary of AVPROX, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted by the Board of Directors at a meeting duly held on February 19, 1996, and was duly adopted by the sole Shareholder at a meeting duly held on February 19, 1996, and the number of votes cast for the amendment by the Shareholder and by the Board of Directors was sufficient for approval:

AMENDMENT

1. The present name of this Corporation is AvProx, Inc.
2. The name of this Corporation is amended to be:
AVPROX, INCORPORATED
3. The Articles of Incorporation are deleted as they now read and are amended to read as follows:

Article 1. Name. The name of the Corporation shall be:
AVPROX, INCORPORATED

Article 2. Address. The address of the principal office and mailing address of the Corporation is: 2201 - 4th Street North, Suite B, St. Petersburg, Florida 33704.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares. Such shares shall have a par value of \$1 per share.

JAMES W. MARTIN, P.A. (FLA. BAR #174794)
201 SECOND AVE. NO. #C, ST. PETERSBURG, FL 33701
PHONE (813) 821-0904
FAX AUDIT #H96000002664

FAX AUDIT #H96000002664

Article 4. Initial Registered Office and Agent. The street address of the Registered Office of the Corporation is 2201 - 4th Street North, Suite B, St. Petersburg, Florida 33704, and the name of its Registered Agent at that address is Preston S. Hearn.

Article 5. Board of Directors. The number of Directors constituting the present Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each present Director of the Corporation is as follows:

Preston S. Hearn	2201 - 4th Street North, Suite B St. Petersburg, Florida 33704
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Article 6. Officers. The names of the Officers of the Corporation, who shall serve until their successors are elected at the next annual meeting of the Board of Directors, are as follows:

President	Preston S. Hearn
Secretary	Preston S. Hearn
Treasurer	Preston S. Hearn

Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

4. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hands and seal this 23rd day of February, 1996.

AVPROX, INC., now known as
AVPROX, INCORPORATED

By: Preston S. Hearn
Preston S. Hearn,
as President

Attest: Preston S. Hearn
Preston S. Hearn,
as Secretary

(Corporate Seal)

FAX AUDIT #H96000002664

