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TRANSMITTAL LETTER

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

FILED
95 AUG 18 PM 4:18
TALLAHASSEE, FLORIDA
500001584605
-08/21795--01001--002
*****70.00 *****70.00

SUBJECT: TransEd International Corporation
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$70.00.

Also enclosed is a Certificate of Designation for Resident Agent.

FROM: Gere Timberlake Anderson
Name (printed or typed)

5514 North Davis Highway, Suite 101
Address

Pensacola, Florida 32503
City, State, & Zip

(204) 476-7415
Telephone Number

RECEIVED
95 AUG 18 PM 3:39
DIVISION OF CORPORATION

Note: Please provide the original and one copy of the Articles.

BROWN AUG 18 1995

**ARTICLES OF INCORPORATION
OF
TRANSED INTERNATIONAL CORPORATION**

FILED
95 AUG 18 PM 4:18
CLERK OF COURT
TALLAHASSEE, FLORIDA

FIRST: The undersigned incorporator, having an address of 5514 North Davis Highway, Suite 101, Pensacola, Florida 32503, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

TransEd International Corporation

THIRD: The purposes for which the Corporation is formed is to carry on any and all business, transactions and activities permitted by the laws of the State of Florida which may be deemed desirable by the Board of Directors of the Corporation, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The post office address of the principal office of the Corporation in this State is 5514 North Davis Highway, Suite 101, Pensacola, Florida 32503. The resident agent of the Corporation in this State is Thomas W. Anderson whose post office address is 5514 North Davis Highway, Suite 101, Pensacola, Florida 32503. Said resident agent is a citizen of the State of Florida, and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred (100) shares, of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Dollars (\$100.00).

SIXTH: The Corporation shall have two (2) directors, which number may be increased or decreased, pursuant to the By-Laws of the Corporation, and Gere Timberlake Anderson and Thomas W. Anderson, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The address of the directors is 5514 N. Davis Highway, Suite 101, Pensacola, Florida 32503.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such considerations as the Board of Directors may deem advisable.

(b) No contract or other transaction between this Corporation, and any other corporation partnership, individual or other entity and no act of this

Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the laws of the State of Florida.

(c) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(d) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.

(e) Notwithstanding any provision of law requiring any action to

be taken or authorized by the affirmative vote of the holders of a greater proportion of the votes of all classes or of any class of stock of the Corporation, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.

(g) To the maximum extent that limitations on the liability of directors and officers are permitted by the laws of the State of Florida, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation or its stockholders for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal, or adoption.

(h) To the maximum extent permitted by the laws of the State of Florida, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers and other persons, if any, and may by Bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation on the 10th day of August, 1995, and have acknowledged such
Articles to be my act.

A handwritten signature in cursive script, appearing to read "Gere Timberlake Anderson".

Gere Timberlake Anderson

Incorporator

5514 N. Davis Highway, Suite 101

Pasadena, Florida 32503

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
25 AUG 16 PM 4:10
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 611.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida.


1. The name of the corporation is: TransEd International Corporation

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

Thomas W. Anderson
(NAME)
5514 North Davis Highway, Suite 101
(P.O. BOX NOT ACCEPTABLE)
Pensacola, Florida 32503
(CITY/STATE/ZIP)

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 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.

SIGNATURE



DATE

8/10/95

REGISTERED AGENT FILING FEE: \$35.00