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PIPER & LUDIN, P.A.
ATTORNEYS AT LAW

5720 CENTRAL AVENUE • ST. PETERSBURG • FLORIDA • 33707

BRUCE G. HOWIE*
ERIC E. LUDIN
JULIAN M. PIPER
SIDNEY WERNER

(813) 344-1111
FAX 344-1117

January 23, 1996

*Bond Certified Criminal Trial Lawyer

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

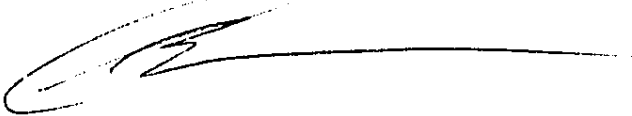
RE: POSITIVE LOGIC, INC.

Dear Sir or Madame:

Enclosed please find original/copy of Articles of Incorporation for the above-named corporation. Please file one copy, assign a Charter number, and return a certified copy to me at the above address.

Also enclosed please find our check in the amount of \$122.50 which represents your filing fee for the above.

Sincerely yours,



ERIC E. LUDIN

JAN 31 1996 BSE

EEL:jeh
Enclosures as stated

cc: Alexandra Beno

FILED
96 JAN 29 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POSITIVE LOGIC, INC.

FILED
96 JAN 29 AM 10:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is POSITIVE LOGIC, INC.

ARTICLE II. CORPORATE ADDRESS

The principal place of business and mailing address of this Corporation shall be 2070 Carolina Avenue NE, St. Petersburg, Florida 33703.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Piper & Ludin, P.A., 5720 Central Avenue, St. Petersburg, Florida 33707, and the name of the initial Registered Agent of this corporation at that address is ERIC E. LUDIN.

ARTICLE VI - DURATION

This corporation shall have perpetual existence, and shall become effective on the filing of these Articles of Incorporation.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| ALEXANDRA BENO | 2070 Carolina Avenue NE St. Petersburg, FL 33703 |

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| ALEXANDRA BENO | 2070 Carolina Avenue NE St. Petersburg, FL 33703 |

ARTICLE IX - BYLAWS

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

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property, or past services, in addition to that stock authorized and issued by the Corporation. The preemptive right of any shareholder is determined by the ratio of the

authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XIII - 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 subscribers have executed these Articles of Incorporation this 23 day of January, 1996.

Alexandra Beno

ALEXANDRA BENO, "Incorporator"

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ss:

Before me, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared ALEXANDRA BENO, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of January, 1996.

Kimberly Ann Hubbard
NOTARY PUBLIC

My Commission Expires:



KIMBERLY ANN HUBBARD
My Commission CCB 100178
Expires Dec. 18, 1999

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as Registered Agent of the corporation set forth in the foregoing Articles of Incorporation for service of process and for the purposes and in accordance with the requirements of law.

ERIC E. LUDIN

ERIC E. LUDIN, "Registered Agent"

Date Signed: 1/25/96