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REFERENCE # 829539 1461640

**AUTHORIZATION** :

COST LIMIT : \$ 70.00

ORDER DATE : February 1, 1996

ORDER TIME : 12:37 PM

ORDER NO. : 829539

900001705629

CUSTOMER NO: 146164A

CUSTOMER: Bill Corley, Esq  
WILLIAM E. CORLEY, III, ESQ  
CALDWELL & PACETTI  
324 Royal Palm Way  
3rd Floor  
Palm Beach, FL 33480

## DOMESTIC FILING

NAME: COBALT SYSTEMS, INC.

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
XX \_\_\_\_\_  
\_\_\_\_\_  
CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: **T. BROWN** FEB - 5 1996

FILED  
96 FEB -2 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
COBALT SYSTEMS, INC.

FILED  
96 FEB -2 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COBALT SYSTEMS, INC.

The address of the principal office of this corporation shall be 7100-39 Fairway Drive, #220-C, Palm Beach Gardens, Florida 33418, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

William E. Corley III Dir.	7100-39 Fairway Drive, #220-C Palm Beach Gardens, Florida 33418
Melly N. Corley Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William E. Corley III Pres.	7100-39 Fairway Drive, #220-C Palm Beach Gardens, Florida 33418
Melly N. Corley V. Pres.	Same

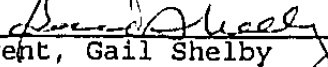
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 2, 1996.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

FILED  
96 FEB -2 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

CMH/jlm