

1201 HAYS STREET
TALLAHASSEE, FL 32301
TEL: 222-0171
FAX: 222-0171

800-342-8086

9600013727



ACCOUNT NO. : 072100000032

REFERENCE : 044920 4359400

AUTHORIZATION :

COST LIMIT : % FFD

ORDER DATE : February 13, 1996

ORDER TIME : 11:01 AM

ORDER NO. : 044920

CUSTOMER NO: 4359400

CUSTOMER: J. Gregory Humphries, Esq
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

500001713965
-02/13/96--01108--021
****122.50 ****122.50

FILED
96 FEB 13 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB 13 PM 12:25
DIVISION OF CORPORATION
RECEIVED

DOMESTIC FILING

NAME: VARIEX SYSTEMS CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

T. BROWN FEB 14 1996

**ARTICLES OF INCORPORATION
OF
VARIEX SYSTEMS CORPORATION**

FILED
96 FEB 13 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

VARIEX SYSTEMS CORPORATION

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporation for the State of Florida and shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 201 East Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is J. Gregory Humphries. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 2415 Chinook Trail, Maitland, FL 32751.

ARTICLE VII **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the members thereof are as follows:

<u>Name</u>	<u>Address</u>
Charles T. Gillen	2415 Chinook Trail Maitland, FL 32751

Robert T. Hoffman

4251 Willow Bay Drive
Windermere, FL 34786

Steven H. Walker

P. O. Box 1267
Windermere, FL 34786-1267

ARTICLE VIII
Incorporator

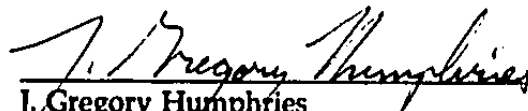
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Gregory Humphries	201 East Pine Street, Suite 701 Orlando, Florida 32801

ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



J. Gregory Humphries

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of February, 1996, by J. Gregory Humphries, who is personally known to me ~~for~~ who has produced _____ as identification) and who did (did not) take an oath.



Notary Public - State of Florida



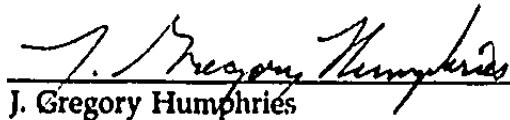
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: VARIEX SYSTEMS CORPORATION, (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 East Pine Street, Suite 701, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 12th day of February, 1996.


J. Gregory Humphries

FILED
96 FEB 13 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 000013727

1201 HAYS STREET
TALLAHASSEE, FL 32310
904-221-0100
904-221-0111 FAX

000-343-8086



ACCOUNT NO. : 072100000032
REFERENCE : 884948 4359488
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : March 18, 1996
ORDER TIME : 11:17 AM
ORDER NO. : 884948

CUSTOMER NO: 4359488
CUSTOMER: J. Gregory Humphries, Esq
Smith Williams & Humphries
201 East Pine, Suite 701
Orlando, FL 32801

400001747754
-03/18/96--01079--007
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: VARIEX SYSTEMS CORPORATION

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*AMEND
OR
3/20*

FILED
96 MAR 19 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR 18 PM 12:16
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

96 MAR 19 PM 4:12

DIVISION OF CORPORATIONS

March 18, 1996

CSC NETWORKS
MICHELLE BAILEY
TALLAHASSEE, FL 32301

SUBJECT: VARIEX SYSTEMS CORPORATION
Ref. Number: P96000013727

Resubmit

We have received your document for VARIEX SYSTEMS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 096A00012156

FILED
96 MAR 19 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
ARTICLES OF INCORPORATION OF
VARIEX SYSTEMS CORPORATION

I, the undersigned, being the sole incorporator of Variex Systems Corporation, whose Articles of Incorporation were approved by and filed with the Secretary of State of Florida on February 13, 1996, which corporation has issued no shares, manifest my intention that its Articles of Incorporation be amended in accordance with the proposed amendment set forth below, pursuant to the provisions of Section 607.1005, Florida Statutes.

Article V of said Articles of Incorporation is hereby amended by deleting in its entirety the present Article V and by substituting therefor the following:

**"ARTICLE V
Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$.10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the corporation as the duly authorized act of the said corporation this 15th day of March, 1996. The date of adoption of this amendment is March 15, 1996.

By: J. Gregory Humphries
J. Gregory Humphries,
Sole Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of March, 1996, by J. Gregory Humphries, sole Incorporator of Variex Systems Corporation, on behalf of the corporation, who is personally known to me and who did (did not) take an oath.

Karen Kiesow
(Signature)
Karen Kiesow
(Printed name)

NOTARY PUBLIC - STATE OF FLORIDA
SERIAL NO.:

