

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9391 FAX

000-342-0086



P9600015325

ACCOUNT NO. : 072100000032

REFERENCE : 041409 019020

AUTHORIZATION :

COST LIMIT : \$ FPD

ORDER DATE : February 9, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 041409

CUSTOMER NO: 019020

300001711713
-02/09/96--01049--019
****122.50 ****122.50

CUSTOMER: George A. Patterson
PATTERSON & HARMON, P. A.

Suite 201
665 Se 10th Street
Deerfield Beach, FL 33441

DOMESTIC FILING

NAME: MELBORNE GROUP, INC.

EFFECTIVE DATE:

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: _____

RECEIVED
96 FEB -9 PM12:11
DIVISION OF CORPORATION

FILED
96 FEB 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 19 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1986

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MELBOURNE GROUP, INC.
Ref. Number: W96000003094

We have received your document for MELBOURNE GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00005872

ARTICLES OF INCORPORATION
OF

MELBORNE E.A. GROUP, INC.

FILED
96 FEB 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is MELBORNE E.A. GROUP, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have no par value.

ARTICLE V

The street address of the corporation's principal office and of the initial registered office of the Corporation is 665 S.E. 10th Street, Suite 201, Deerfield Beach, Florida 33441, and the name of its initial Registered Agent at such address is GEORGE A. PATTERSON.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall, except

for the initial Board, be determined by the By-Laws, but shall never be fewer than one (1).

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The names and street addresses of the initial Board of Directors, who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES DECONTI	P.O. Box 341 Narragansett, RI 02882
EUGENE CAPOCCIA	4 Coventry Wood Road Bolton, MA 01740

ARTICLE VIII

The name and address of the Incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE A. PATTERSON	665 S.E. 10th Street, Suite 201 Deerfield Beach, Florida 33441

ARTICLE IX

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect

to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and in receipt of any undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The Corporation shall also indemnify any Director, Officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the stockholders, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions under these Articles, or under law.

ARTICLE XI

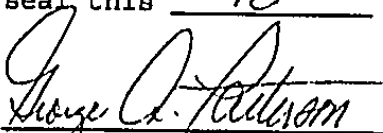
No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board, a Committee, or the stockholders.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 16 day of February, 1996.

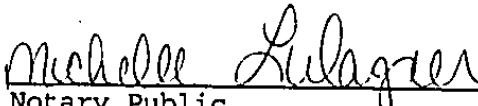


GEORGE A. PATTERSON (seal)

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged before me this 16 day of February, 1996, by GEORGE A. PATTERSON, who is personally known to me and who did not (did) take an oath.

My Commission Expires:



Notary Public (SEAL)



MICHELLE L. WAGNER
MY COMMISSION # CC390849 EXPIRES
September 23, 1998
BONDED THRU TROY FAH INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process of the above-stated Corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.



GEORGE A. PATTERSON, ESQUIRE

FILED
96 FEB 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA