

3/27/96

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
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FAX: (305) 541-3770
(((H90000004420))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SERVICE INSIGHT, INCORPORATED
FAX AUDIT NUMBER: H90000004420 CURRENT STATUS: REQUESTED
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FILED
96 MAR 27 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
MAR 27 PM 2:15
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
FOR
SERVICE INSIGHT, INCORPORATED**

FILED
95 MAR 27 AM 10:01
CLERK OF DISTRICT COURT
JUNO BEACH, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME OF THE CORPORATION

The name of the Corporation is Service Insight, Incorporated (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF THE CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 14255 U.S. Highway One, Suite 287, Juno Beach, Florida, 33408 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and address of the incorporator of this Corporation is:
Anne Elizabeth McFwen
14255 U.S. Highway One, Suite 287
Juno Beach, Florida 33408

APPROVED AS TO CONTENT
AND FORM AND PREPARED BY:

DOREEN M. VARELA, ESQ.
FLA. BAR #0033219
707 CHILLINGWORTH DRIVE
WEST PALM BEACH, FLORIDA 33409
407-686-3070

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ARTICLE 5 - OFFICERS

The Officers of the Corporation shall be:

President: Anne E. McEwen
14255 U.S. Highway One, Suite 287
Juno Beach, Florida 33408

Secretary/Treasurer: Murray McEwen
R.R. 3
Acton, Ontario, Canada L7J2L9

ARTICLE 6 - DIRECTORS

The Directors of the Corporation shall be:

1. Anne E. McEwen, Chairperson
14255 U.S. Highway One, Suite 287
Juno Beach, Florida 33408

2. Kate Crouse
3 Brentwood Rd.
Palm Beach Gardens, Florida 33409

3. Ellen Morris
4171 Aflon Ct.
West Palm Beach, Florida 33411

4. Sarah Jo Spencer
1120C Sandrift Way
West Palm Beach, Florida 33411

5. Alton McEwen
1 The Kingsway
Toronto, Ontario, Canada M8X2S9

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

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7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation classify or reclassify any unissued stock, from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

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The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owners thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this Corporation is Service Insight, Inc., located at 707 Chillingworth Drive, West Palm Beach, Florida 33409. The name and address of the registered agent of this Corporation Doreen M. Varela, Esq., 707 Chillingworth Drive, West Palm Beach, Florida 33409.

ARTICLE 13 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make alter amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

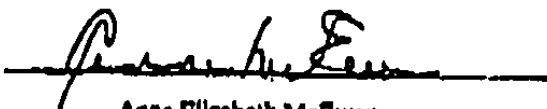
ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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The undersigned has executed these Articles of Incorporation on this 22nd day of
March, 1996.

A handwritten signature in cursive script, appearing to read "Anne Elizabeth McEwen", is written over a horizontal line.

Anne Elizabeth McEwen
Incorporator

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FILED
96 MAR 21 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that SERVICE INSIGHT, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named DOREEN M. VARELA, ESQ.
(Name of Registered Agent)
located at 707 CHILLINGWORTH DRIVE
(PO BOX not Acceptable)
City of WEST PALM BEACH, County of PALM BEACH
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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

[Signature]
Registered Agent

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