

Marvin Mandell
Attorney and Counsel at Law

Post Office Box 1286
125 East Jefferson Street
Orlando, Florida 32804
Telephone (407) 429-0528

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March 18, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: F & S Systems, Inc.

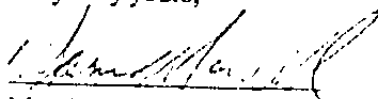
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for F & S Systems, Inc., naming the agent upon whom process may be served, for filing.

I have also enclosed my check in the amount of \$122.50 for filing and obtaining a certified copy of the Articles of Incorporation.

Thank you very much for your kind and prompt attention to this matter.

Very truly yours,


Marvin Mandell, Esquire

APR 2 1996

BMB

FILED
96 MAR 27 PM 5:17
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

F & S SYSTEMS, INC.

FILED
96 MAR 27 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being individuals, do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

I. The corporate name for the corporation (hereinafter called the corporation) is F & S SYSTEMS, INC.

II. The address, wherever located, of the principal office of the corporation, is 1950 Tournament Drive, Apopka, Florida 32712.

III. The mailing address, wherever located, of the corporation is 1950 Tournament Drive, Apopka, Florida 32712.

IV. The number of shares that the corporation is authorized to issue is 500, all of which are at \$1.00 par value and are of the same class and are to be Common shares.

V. The street address of the initial registered office of the corporation in the State of Florida is 1950 Tournament Drive, Apopka, Florida 32712.

The name of the initial registered agent of the corporation is A. M. Statham.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporators and is made a part of these Articles of Incorporation.

VI. The names and address of the incorporators are:

A. M. Statham 1950 Tournament Drive, Apopka, Florida 32712.

K. H. Fletcher 1950 Tournament Drive, Apopka, Florida 32712

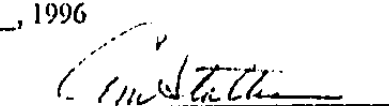
VII. The purpose for which the corporation is organized is to engage in any legal business for which corporations may be organized under the Florida Business Corporations Act.

VIII. The duration of the corporation shall be perpetual.

IX. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in and covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a 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 a person.

X. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporations Act.

Signed on 2/12/96, 22, 1996


A. M. Statham

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

A. M. Statham
A. M. Statham

3/22/96
Dated

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96 MAR 27 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA