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April 12, 1996

Corporate Records Bureau Division of Corporations Post Office Box 6327 Tallahassee, Florida 32301

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Re: CINTAC Systems, Inc.

Dear Sirs:

I am enclosing the original and a photocopy of a proposed Articles of Incorporation for the above entity, the original having been executed by the incorporator. Kindly file the original and provide us with a certified copy. I want to make it clear that I am Tom Cashman's and CINTAC Systems, Inc.'s attorney in this matter only; I am not the incorporator; Mr. Tom Cashman is the incorporator of CINTAC Systems, Inc.

A check for \$122.50 is enclosed to cover the following costs in this matter:

Filing fee for articles \$ 35.00
Filing fee for designation of resident agent 35.00
Certified copy 52.50

Your prompt attention to this matter would be appreciated.

Very truly yours,

TIMOTHY A. TRASTER

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#### ARTICLES OF INCORPORATION

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### Article I: Corporate Name

The name of this corporation will be CINTAC SYSTEMS, INC.,

# Article II: Street Address Mailing Address of Principal Office

The principal place of business of CINTAC Systems, Inc., shall be 25 Bassett Lane, Palm Coast, Florida 32137.

#### Article III: Corporate Purpose and Duration

The purpose of this Corporation is for the marketing, sale, distribution, research and development of computer equipment, accessories, peripherals and software and any and all other lawful activities or business permitted under the laws of the State of Florida, United States or any other state, country, territory, or nation.

CINTAC Systems, Inc. is to exist perpetually. The date and time of commencement of its corporate existence shall be the time these Articles of Incorporation are subscribed and acknowledged by the Secretary of State or, Division of Corporations, State of Florida. If not so subscribed and acknowledged within five (5) days after the filing of these Articles of Incorporation with the Secretary of State, Division of Corporations, State of Florida.

#### Article IV: Number of Shares of Stock

The corporation is authorized to issue 100 shares of common stock at its inception. Such shares shall be of a single, common class and shall have a par value of \$1.00 per share.

#### V. Pre-Emptive Rights

Each shareholder of the Corporation shall have the right to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or nor exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether

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issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for may stock of the corporation of any class or classes, or to which is attached to or pertinent to any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue or shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### Article VI: Registered Agent and Registered Office

The Registered Agent of the corporation for service of process is Tom Cashman, whose business address is 25 Bassett Lane, Palm Coast, Florida, and whose mailing address is Post Office Box 350719, Palm Coast, Florida 32135.

#### Article VII: Incorporators

The following persons are the Incorporators of this corporation: Tom Cashman, whose address is: 25 Bassett Lane, Palm Coast, Florida 32137.

#### Article VIII: Officers and Directors

The names and addresses of the Initial Officers and Directors are as follows:

1. President, Vice President, Secretary and Director: Mr. Tom Cashman, 25 Bassett Lane, Palm Coast, Florida 32137.

#### IX Bylaws

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Incorporators, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

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#### X Powers of the Corporation

The Powers initially vested in this Corporation are those in accordance with Florida Statute 607 and include but are not limited to the following rights and powers:

- A. To sue or be sued, complain and defend in its corporate name;
- B. To purchase, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property;
- D. To lend money to and use its credit to assist its officers and employees in accordance with Florida statute 607.0833;
- E. To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of and deal in and with shares or other interests in or obligations of any other entity;
- F. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any of its property, franchises and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of the corporation;...
- G. To transact any lawful business or do any other act not inconsistent with the laws of the State of Florida that furthers the business and affairs of the corporation.

#### Article XI: Liability

CINTAC Systems, Inc., standing as a legal corporate entity shall be liable for all acts of its Officers, Directors, Incorporators, Agents, Servants or Employees when such acts are done with the intent of or for the purpose of serving the business of CINTAC Systems, Inc. CINTAC Systems, Inc., hereby indemnifies and holds harmless its Officers, Directors, Incorporators, Agents, Servants or Employees from any and such all claims, actions, or causes of action whatsoever when such claims, actions or causes of action arise out of actions done while such Officer, Director, Incorporator, Agent, Servant or Employee are in the course and

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scope of their employment with CINTAC Systems, Inc., or when such actions are done by such Officer, Director, Incorporator, Agent, Servant or Employee with intent to serve CINTAC Systems, Inc.

#### Article XII: Amendments

CINTAC Systems, Inc. reserves the right to amend or repeal any provisions contained in these Articles of Incorporation through a unanimous agreement with its directors.

STATE OF FLORIDA COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, personally appeared Tom Cashman, to me personally known and who, after being duly sworn deposes and says that he has executed this document as an INCORPORATOR of CINTAC Systems, Inc., for the purposes setforth herein.

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Tom Cashman - leverally brown to me.

Tom Cashman
25 Bassett Lane
Palm Coast, Florida 32137

May Osephine Scarfing

Notary Public

State of Florida at Large

My Commission Expires:

MARY JOSEPHINE SCARPIM Notary Public, State of Florida My Comm. Exp., May 31, 1999 Comm. No. CC 468652