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April 17, 1996

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OF COUNSEL:  
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\* ALSO ADMITTED IN NY  
\*\* ALSO ADMITTED IN KY  
\*\*\* ALSO ADMITTED IN CO  
† ALSO ADMITTED IN IL & MN

FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Subject: COGNOSCO, INC.

Dear Sir:

100001785831  
-04/18/96--01085--007  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed you will find an original and two (2) copies of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. A check in the amount of \$131.25 is enclosed for the filing fee, certified copy and certificate. Please file the Articles and return a file copy to the undersigned.

If you have any questions, please call me (collect) at 513/579-1414.

Sincerely,

SCHWARTZ, MANES & RUBY

*Sarah E. Gannon*

Sarah E. Gannon  
Corporate Paralegal

SEG:rn  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 18 AM 10:49

*gannon 4/23/96*

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

ARTICLE I NAME

The name of the corporation shall be:

COGNOSCO, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

627 Khyber Lane  
Venice, Florida 34293

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:


Carl T. Becht  
627 Khyber Lane  
Venice, Florida 34293

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Carl T. Becht  
627 Khyber Lane  
Venice, Florida 34293

The undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of April, 1996.

  
CARL T. BECHT, INCORPORATOR

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR 18 AM 10:49

PURSUANT TO THE PROVISION OF SECTION 607.051, 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.

1. The name of the corporation is:

COGNOSCO, INC.

2. The name and address of the registered agent and office is:

Carl T. Becht  
627 Khyber Lane  
Venice, Florida 34293

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.

Carl T. Becht  
(signature)

April 10<sup>th</sup>, 1996  
(Date)