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TRANSMITTAL LETTER

April 15, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida, 32314

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*****122.50 *****122.50

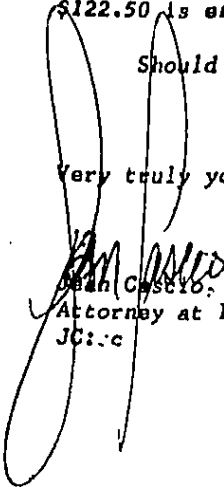
Re: Articles of Incorporation-- The Systems Group, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above named corporation, and the Designation of Registered Agent. Please forward a certified copy directly to the undersigned. A check in the amount of \$122.50 is enclosed to cover the filing and certification fees.

Should you have any questions, please call me collect at (954) 784-0619.

Very truly yours,


Juan Castro,
Attorney at Law
JC:c

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
56 APR 22 PM 4:00

GB41/30/96

ARTICLES OF INCORPORATION
OF
THE SYSTEMS GROUP, INC.

96 MAR 27 11 10 00

The undersigned incorporator, subscribing to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida,

ARTICLE I - NAME

The name of the Corporation is: THE SYSTEMS GROUP, Inc.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock each share having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$125.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office address of the Corporation is: PO Box 10743, Pompano Beach, FL 33062 The Board of Directors may, from time to time, move the principal office to any other location or address in the state of Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have one Director. The number of Directors may be increased or decreased from time to time as may be provided in the By-laws adopted by the Board of Directors of the Corporation.

SANDY LALONDE
801 S. Federal Highway, Ste. 1210
Pompano Beach, FL 33062

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers who shall hold office until their successors are elected and have qualified are:

SANDY LALONDE
801 S. Federal Highway, Ste. 1210
Pompano Beach, FL 33062

ARTICLE IX - INCORPORATOR AND INITIAL REGISTERED AGENT

The name and address of the incorporator signing these Articles of Incorporation and the initial registered agent is:

SANDY LALONDE
801 S. Federal Highway, Ste. 1210
Pompano Beach, FL 33062

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon their approval and acceptance for filing by the Secretary of State of the State of Florida.

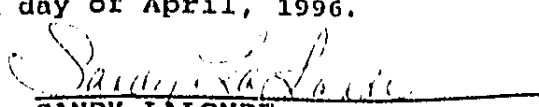
ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors of the Corporation as may be proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The Corporation shall adopt a set of By-Laws to govern the business and affairs of the Corporation. Wherever the By-Laws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 15th day of April, 1996.


SANDY LALONDE
801 S. Federal Highway, Ste. 1210
Pompano Beach, FL 33062

STATE OF FLORIDA)
COUNTY OF BROWARD)ss:
)

BEFORE ME, the undersigned authority, duly authorized to administer acknowledgements in the County and State last aforesaid, this day personally appeared, SANDY LALONDE a/k/a SANDY SCHEERER, to me known to be the incorporator and the person who executed these Articles of Incorporation, as incorporator and who produced her Florida driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of April, 1996.


NOTARY PUBLIC

My commission expires: 1-4-98



ACCEPTANCE OF REGISTERED AGENT

Designation as initial agent for the foregoing Corporation is
heroby acknowledged and accepted this 15th day of April, 1996.



SANDY LALONDE
801 S. Federal Highway, Ste. 1210
Pompano Beach, FL 33062

95 APR 22 PM 4:00