

ABC LEGAL CLINIC, INC.

P96000040723

April 28, 1996

3630 Rogero Road
Jacksonville, Florida 32211
(904) 743-0057
Attorneys On Staff

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: Articles of Incorporation
PACESETTER SYSTEMS, INC.

Dear Secretary:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of PACESETTER SYSTEMS, INC., which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is payment in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified copy of the	
Articles of Incorporation	52.50
Registered Agent	
Designation	35.00
	<hr/>
	\$ 122.50

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****122.50 ****122.50

Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,

Norma E. Lyon

NORMA E. LYON
3630 Rogero Road
Jacksonville, FL 32277

*Called 5-10-96
Street address
for R.A.*

NEP/tbs

Enclosures

Norma GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 5-13
LOC. EXAM ST

*ST
5/13*

ARTICLES OF INCORPORATION
OF
PACESETTER SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 PM 9:04

The undersigned incorporator of these Articles of Incorporation, hereby submits its the Articles of Incorporation as follows:

ARTICLE I. NAME

The name of this corporation is PACESETTER SYSTEMS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida under Florida Statutes Chapter 607.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 50 shares of stock at a value of \$1.00 per stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share, to the nearest whole share, at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address for this corporation duly organized and existing under the laws of the State of Florida, is 7620 Mayapple Court, Jacksonville, Florida, 32211, and the name of the initial registered agent of this corporation is: Hubert M. Hughes, Jr. The registered office address 7620 Mayapple Court, Jacksonville, FL 32211.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The Board of Directors shall be appointed by the corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two Directors. The name and address of the initial Board of Directors of the corporation are:

KELLY R. HUGHES

7620 Mayapple Court

Jacksonville, Florida 32211

CHARLENE G. HUGHES

P. O. Box 11768

Jacksonville, Florida 32239-1779

ARTICLE IIX. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation are:

PRESIDENT
SECRETARY/TREASURER

CHARLENE G. HUGHES
P. O. Box 11768
Jacksonville, FL 32239-1768

VICE PRESIDENT

KELLY R. HUGHES
7620 Mayapple Court
Jacksonville, FL 32211

ARTICLE IX. - INCORPORATORS

The name and address of the Incorporator signing these Amended Articles of Incorporation is:

CHARLENE G. HUGHES

P. O. Box 11768

Jacksonville, Florida 32239-1768

ARTICLE X. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a

majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another Corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit or proceeding to be liable for their own negligence or misconduct in the performance of their

duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under the law, By-law, agreement, vote of the stockholders, or otherwise, and the Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal, this 30th day of April, 1996, A. D., for the purpose of filing these Articles under the laws of the State of Florida.

Charlene G. Hughes
CHARLENE G. HUGHES
Director

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, personally appeared CHARLENE G. HUGHES, personally known to me, who is the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who did take an oath before me that she executed and subscribed to these Articles of Incorporation.

Norma E. Lyon
NOTARY PUBLIC

SEAL
NOTARY PUBLIC
STATE OF FLORIDA
NORMA E. LYON
COMMISSION # CC 511481
EXPIRES NOV 28, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

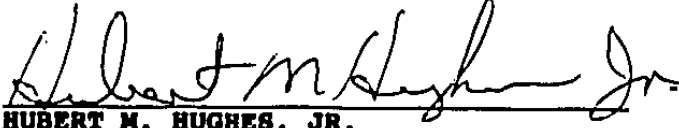
SECRET
DIVISION OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
95 MAY -6 AM 9:04

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PACESETTER SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its' principal office, as indicated in the Articles of Incorporation of 7620 Mayapple Court, Jacksonville, Florida, 32211, has named HUBERT M. HUGHES, JR., of 7620 Mayapple Court, Jacksonville, FL 32211, as its agent to accept service of process.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


HUBERT M. HUGHES, JR.
Registered Agent

DATED: 4-30-96