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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: SHEAR, NEWMAN, HAIN & ROSENKRANZ, P.

DEPARTMENT OF STATE

201 E KENNEDY BLVD

STATE OF FLORIDA

SUITE 1000, 10TH FLOOR

409 EAST GAINES STREET

TAMPA FL 33602-

TALLAHASSEE, FL 32399

CONTACT: LISA H ROSS

FAX: (904) 922-4000

PHONE: (813) 228-8530

FAX: (813) 221-9122

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BURLINGTON WELLS INFORMATION SYSTEMS, INC.

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ARTICLES OF INCORPORATION**OF****BURLINGTON WELLS INFORMATION SYSTEMS, INC.**

The undersigned, acting as incorporator of BURLINGTON WELLS INFORMATION SYSTEMS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

BURLINGTON WELLS INFORMATION SYSTEMS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on August 1, 1996.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100,000 shares of Common Stock having a par value of \$1.00 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 4830 W. Kennedy Boulevard, Suite 442, Tampa, FL 33609. The Corporation's initial registered agent at the registered office is Bernard J. Sheinfeld.

Prepared by:

Debra L. Boja, Esquire
Shear, Newman, Hahn & Rosenkranz, P.A.
201 E. Kennedy Blvd., 10th Floor
Tampa, FL 33602
Fla. Bar #: 949604
(813) 228-8530

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ARTICLE VI. MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 4830 W. Kennedy Boulevard, Suite 442, Tampa, FL 33609.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Bernard J. Sheinfeld	4830 W. Kennedy Boulevard, Suite 442 Tampa, FL 33609

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Bernard J. Sheinfeld	4830 W. Kennedy Boulevard, Suite 442 Tampa, FL 33609
Christopher H.G. Brown	3417 Ellenwood Lane Tampa, FL
Michael J. Carney	3817 Turkey Oak Dr. Valrico, FL
Ken Folkman	5300 Bayshore Blvd., #5B Tampa, FL

ARTICLE IX. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or repeal any bylaw adopted by the shareholders, if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors.

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ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Article IX of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of JULY, 1996.


Bernard J. Sheinfeld
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, 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: **BURLINGTON WELLS INFORMATION SYSTEMS, INC.**
2. The name and address of the registered agent and office is:

Bernard J. Sheinfeld
4830 W. Kennedy Boulevard,
Suite 442
Tampa, FL 33609

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.


Bernard J. Sheinfeld

Date: July 25, 1996

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