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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (407)833-7700

FAX #: (407)655-8719

NAME: A.T. WALL ACQUISITION, INC.

AUDIT NUMBER.....H96000016231

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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TO 19049224001

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11/15/96

FAX AUDIT #H96000016231

FILED  
96 NOV 18 PM 1:00  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
A.T. WALL ACQUISITION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be **A.T. WALL ACQUISITION, INC.**

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, no par value per share.

**ARTICLE IV. ADDRESS**

The principal address of the corporation is 14350 60th Street, Clearwater, Florida 34620.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840 and the name of the initial registered agent of the corporation at that address is Angell Corporate Services, Inc.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

FAX AUDIT #H96000016231  
Jonathan E. Cole, Esq.  
Florida Bar No. 335622  
Edwards & Angell  
250 Royal Palm Way, Ste. 300  
Palm Beach FL 33480  
(407) 833-7700

FAX AUDIT #H96000016231

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Frederick G. Frost III  
c/o A.T. Wall Company  
55 Service Avenue  
Warwick, RI 02886

Carl Gibbs  
c/o A.T. Wall Company  
55 Service Avenue  
Warwick, RI 02886

Chester T. Chwalek  
c/o A.T. Wall Company  
55 Service Avenue  
Warwick, RI 02886

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

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F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

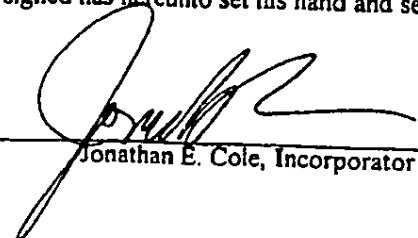
The name and address of the incorporator to these Articles of Incorporation is:

Jonathan E. Cole  
c/o Edwards & Angell  
250 Royal Palm Way, Suite 300  
Palm Beach, Florida 33480

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of November, 1996.

  
Jonathan E. Cole, Incorporator

11-18-96 11:46PM

TO 19049224001

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11/13/96

FAX AUDIT #H96000016231

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

**A.T. WALL ACQUISITION, INC.**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located at 250 Royal Palm Way, Suite 250, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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 Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 18th day of November, 1996.

**ANGELL CORPORATE SERVICES, INC.**

By:

  
Jonathan E. Cole, President

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96 NOV 18 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-27-96 10:56PM

TO: 904922

PO 31

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11/27/96

FLORIDA DIVISION OF CORPORATIONS  
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10:44 AM

((H96000016785 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (407)833-7700

FAX #: (407)655-8719

NAME: A.T. WALL ACQUISITION, INC.

AUDIT NUMBER.....H96000016785

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1 PAGES..... 1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-27-96 10:56PM

TO 19049224000

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FAX AUDIT #H96000016785

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A.T. WALL ACQUISITION, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation, A.T. Wall Acquisition, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**First:** The name of the Corporation is A.T. Wall Acquisition, Inc.

**Second:** The amendment to the Articles of Incorporation of the Corporation is as follows: ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I. NAME

The name of the corporation shall be "Accon, Inc."

**Third:** The foregoing amendment of the Articles of Incorporation was adopted and approved by the unanimous written consent of the Board of Directors of the Corporation and by the written consent of the sole stockholder of the Corporation, each as of the 25th day of November, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of the Corporation as of this 25th day of November, 1996, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation of the Corporation are true and correct.

A.T. WALL ACQUISITION, INC.

By: Carl Gibbs  
Name: Carl Gibbs  
Title: Chairman

FAX AUDIT #H96000016785  
GREGORY E. YOUNG  
Florida Bar No. 876800  
EDWARDS & ANGELL  
250 Royal Palm Way  
Palm Beach FL 33480  
(407) 833-7700