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007322-8886

996000097115



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 172002 80289A

AUTHORIZATION :

COST LIMIT : \$PPD

ORDER DATE : December 2, 1996

ORDER TIME : 1:08 PM

ORDER NO. : 172002-005

CUSTOMER NO: 80289A

500002017065--5
-12/02/96--01017--015
****122.50 ****122.50

CUSTOMER: Frank C. Whigham, Esq
STENSTROM MCINTOSH COLBERT
WHIGMAN & SIMMONS, P.A.
Sunbank Building
200 W First Street, Suite 22
Sanford, FL 32772

DOMESTIC FILING

NAME: MICRODATA USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
96 DEC-2 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC-2 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICRODATA USA, INC.

FILED
96 DEC -2 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MICRODATA USA, INC., located at 1115 N. Hwy. 427, Suite 115, Longwood, FL 32750.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation, which shall be the effective date of the corporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock at no par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1115 N. Hwy. 427, Suite 115, Longwood, FL 32750 and the name of the initial Registered Agent of this corporation located at that address is WALTER M. FORDHAM III.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ANTHONY NARCISE	3874 Calibre Bend Lane #902 Winter Park, FL 32792
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WALTER M. FORDHAM III	442 Los Altos Way #302 Altamonte Springs, FL 32714
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ARTICLE VII - INCORPORATOR

The names and addresses of the persons signing these Articles are:

ANTHONY NARCISE	3874 Calibre Bend Lane #902 Winter Park, FL 32792
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WALTER M. FORDHAM III	442 Los Altos Way #302 Altamonte Springs, FL 32714
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ARTICLE VIII - POWERS

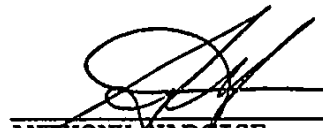
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed

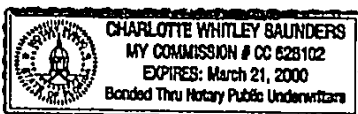
these Articles of Incorporation, this 18th day of November, 1996.

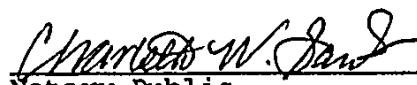

ANTHONY NARCISE


WALTER M. FORDHAM III

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me by ANTHONY NARCISE who is personally known to me or who produced FDL N622-010-65-465-0 as identification, this 18th day of November, 1996.





Notary Public

My commission expires: March 21, 2000

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me by WALTER M. FORDHAM III who is personally known to me or who produced FDL FL35-913-66-346-0 as identification, this 18th day of November, 1996.




Notary Public

My commission expires: March 21, 2000

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

MICRODATA USA, INC.

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

FIRST: That MICRODATA USA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1115 N. Hwy. 427, Suite 115, Longwood, FL 32750, has named WALTER M. FORDHAM III located at 1115 N. Hwy. 427, Suite 115, Longwood, FL 32750, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled 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.



WALTER M. FORDHAM, III

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