



P960000098804
Florida Incorporators, Inc.

Mark S. Hankins
President
15 Sidonia Avenue, Suite 2
Coral Gables, Florida 33134-3449

December 3, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/05/96-01089-002
***122.50 ***122.50

RE: Callisto Systems, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,


Mark Hankins
President

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TALLAHASSEE
FLORIDA
11-6-96

ARTICLES OF INCORPORATION

OF

CALLISTO SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is CALLISTO SYSTEMS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall upon the filing of these articles with the Secretary of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) is elected and qualified is:

JOHN J. ROIG, JR.
20852 VIA MADEIRA DRIVE
BOCA RATON, FLORIDA 33433

SEVENTH: The name and address of the incorporator is:

MARK HANKINS
15 SIDONIA AVENUE, SUITE 2
CORAL GABLES, FLORIDA 33134-3449

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVENUE, SUITE 900
MIAMI, FLORIDA 33131

NINTH: The principal office of the corporation is:

CALLISTO SYSTEMS, INC.
20852 VIA MADEIRA DRIVE
BOCA RATON, FLORIDA 33433

TENTH: The mailing address of the corporation is:

CALLISTO SYSTEMS, INC.
20852 VIA MADEIRA DRIVE
BOCA RATON, FLORIDA 33433

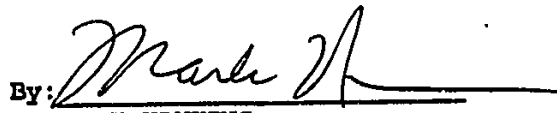
DATED: December 3, 1996


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS
President

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE