



DACEY & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

P96000099738

December 6, 1996

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

RE: BTS Systems, Inc.
Start date: January 1, 1997

100002023501--5
-12/09/96--01035--002
*****70.00 *****70.00

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$70.00 for filing same.

A certified copy is NOT requested.

Thank you for your usual prompt attention to these matters.

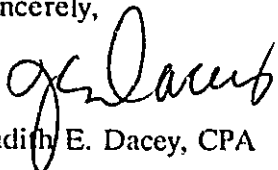
Please return the letter of acknowledgement to:

Judith E. Dacey, CPA
11018-112 Old St. Augustine Road
Jacksonville, FL 32257

FILED
96 DEC -9 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

Sincerely,


Judith E. Dacey, CPA

Enclosures

JD:js

See 12/10

EFFECTIVE DATE
1-1-97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BTS SYSTEMS, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

BTS SYSTEMS, INC.

Start date: January 1, 1997

The principal office and mailing address is:

9820 Creekfront Road - Apt 601

Jacksonville, FL 32256

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

9820 Creekfront Road - Apt 601

Jacksonville, FL 32256

and the name of the initial registered agent is:

Scott F. Jackson

ARTICLES OF INCORPORATION
OF
BTS SYSTEMS, INC.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 with a par value of \$1.00.

ARTICLES OF INCORPORATION
OF
BTS SYSTEMS, INC.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of one member. His name and mailing address, as well as, the position he holds is as follows:

Name: Scott F. Jackson
Chairperson

Address: 9820 Creekfront Road - Apt 601
Jacksonville, FL 32256

OFFICERS:

The initial officers of the corporation shall consist of one person. His name and mailing address, as well as, the positions he holds are as follows:

Name: Scott F. Jackson
President/Secretary/Treasurer

Address: 9820 Creekfront Road - Apt 601
Jacksonville, FL 32256

ARTICLES OF INCORPORATION
OF
BTS SYSTEMS, INC.

ARTICLES VII

INCORPORATOR:

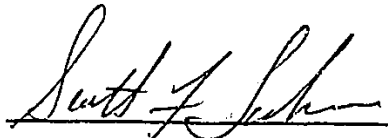
The name and address of the incorporator is:

Name: Scott F. Jackson

Address: 9820 Creekfront Road - Apt 601

Jacksonville, FL 32256

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the sixth day of December, 1996.

A handwritten signature in cursive script, appearing to read "Scott F. Jackson", written over a horizontal line.

Incorporator (Signature)

ARTICLES OF INCORPORATION
OF
BTS SYSTEMS, INC.

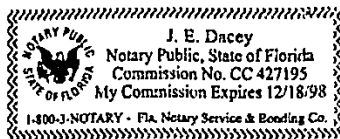
STATE OF FLORIDA

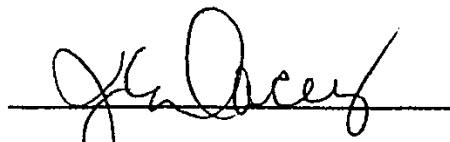
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
Scott F. Jackson.

Who is to me well known to be the person described in and who
subscribed the above Articles of Incorporation, and he did freely and
voluntarily acknowledge before me according to law that he made and
subscribed the same for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Jacksonville in said County and State this sixth day of December,
1996.





Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: DRIVERS LICENSE

ARTICLES OF INCORPORATION
OF
BTS SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II***

First - That BTS Systems, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Jacksonville, state of Florida, has named Scott F. Jackson, located at 9820 Creekfront Road - Apt 601, in the city of Jacksonville, state of Florida, 32256, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature Scott F. Jackson

(Registered Agent)

(Incorporator & Corporate Officer)

Date 12-6-96