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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

300002031043--6
-12/17/96--01106--009
****122.50 ****122.50

RE: Articles of Incorporation
MOTIONBASE, INC.

Gentlemen:

We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$122.50 to cover the following:

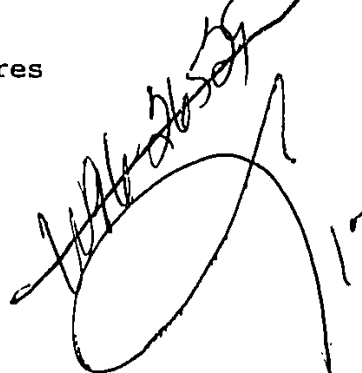
File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
	\$122.50

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/pmy
Enclosures

 R.A. Skene.
6/12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

RICHARDS GILKEY FITE SLAUGHTER PRATESI & WARD P.A.
EMIL G PRATESI
1253 PARK STREETT
CLEARWATER, FL 34616

SUBJECT: MOTIONBASE, INC.
Ref. Number: W96000026529

We have received your document for MOTIONBASE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

**SEE REGISTERED AGENT NAME IN ARTICLE VI AND NAME LISTED ON
REGIETERED AGENTS CERTIFICATE(LAST PAGE).**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 196A00056323

ARTICLES OF INCORPORATION
OF
MOTIONBASE, INC.

FILED
96 DEC 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

NAME

The name of this corporation shall be MOTIONBASE, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

MAILING ADDRESS

The mailing address of the corporation is 3923 Coconut Palm Drive, Suite 107, Tampa, Florida 33619.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3923 Coconut Palm Drive, Suite 107, Tampa, Florida 33619, and the name of the initial registered agent of this corporation at that address is Maria E. Alvarez.

VII.

INCORPORATORS

The name and address of the person signing these Articles
is:

Ivor Gillbe

3923 Coconut Palm Drive
Suite 107
Tampa, Florida 33619

VIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director,
or any former officer or director, to the full extent
permitted by law.

IX.

AMENDMENT

The 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 the
shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed this Articles of Incorporation this 15TH day of
November, 1996.



IVOR GILLBE

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

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

First--That MOTIONBASE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Maria E. Alvarez, located at 3923 Coconut Palm Drive, Suite 107, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Maria E. Alvarez
MARIA E. ALVAREZ

(REGISTERED AGENT)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 26 PM 4:22

FILED

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