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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

400002046184--0
-01/06/97--01006--004
****122.50 ****122.50

SUBJECT: Palmyra Systems, Inc.

EFFECTIVE DATE

1-2-97

Enclosed is the original and two (2) copies of the articles of incorporation, the certificate designating a registered agent, and a check for:

\$122.50 - Filing Fee and Certified Copy

FROM: Perry Kenner
P O BOX 550822
Jacksonville, FL 32257

Daytime Phone # (904) 281-8645

PK
1/9/97

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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I.

The name of the corporation is Palmyra Systems, Inc.

RELATIVE DATE
1-2-97

Article II.

The street address of the principal office and the initial registered office of the corporation is 4231 Walnut Bend, Suite 2C, Jacksonville, Florida 32257, and the name of its initial registered agent at such address is Perry Kenner.

Article III.

The mailing address of the corporation is Post Office Box 550822, Jacksonville, Florida, 32255-0822.

Article IV.

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock. Such shares shall be of a common class and shall carry no par value.

Article V.

The name and address of the incorporator is: Perry Kenner, 4231 Walnut Bend, Suite 2C, Jacksonville, Florida 32257.

Article VI.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

Article VII.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously conducted.

(2) To manufacture, acquire, hold, own, control, manage, or otherwise turn to account, mortgage, pledge, grant, sell, convey, exchange, or otherwise encumber and dispose of, and deal in and trade in and with, wherever situated, any and all goods, services and property, real, personal, financial, or intellectual, tangible or intangible, of every kind, nature and description whatever

(3) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, or government.

(4) To acquire, and make payment therefor in cash or in the stock and bonds of the corporation or by assuming obligations and liabilities of the transferor, or in any other way, in whole or in part, the assets, tangible or intangible, and to assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so acquired, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all powers necessary for the conduct and management thereof.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons could do, and in any part of the world, as principals, agents, contractors, or otherwise, either alone or in concert with others, and to transact any other lawful business in connection therewith, and to do all things not forbidden by the laws of the State of Florida.

Article VIII.

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

The name and address of the sole director of this corporation is: Perry Kenner, 4231 Walnut Bend, Suite 2C, Jacksonville, FL 32257

EXECUTED by the undersigned at Jacksonville, Duval County, Florida on this the 2nd day of JANUARY, 1997.


Perry Kenner, Incorporator

CERTIFICATE DESIGNATING THE CORPORATION'S REGISTERED AGENT
PURSUANT TO FLORIDA STATUTES SECTION 607.0501

Palmyra Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Jacksonville, Duval County, Florida, has named Perry Kenner, 4231 Walnut Bend, Suite 2C, Jacksonville, Florida 32257 as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent on this the 2nd day of JANUARY, 1997.

By: _____

Perry Kenner
Registered Agent

STATE
TALLAHASSEE, FLORIDA

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