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ROGERS, MORRIS & ZIEGLER

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January 3, 1997

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\*\*\*122.50 \*\*\*122.50

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

Re: Incorporation of Cyrus Technologies, Incorporated

Gentlemen:

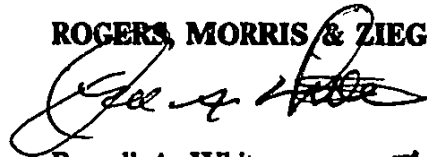
Please find enclosed for filing an original and one copy of the Articles of Incorporation of Cyrus Technologies, Incorporated. Also enclosed is a check payable to Florida Secretary of State in the amount of \$122.50 representing \$70 for the filing fee and \$52.50 for a certified copy of the Articles.

Please return the certified copy of the Articles to the undersigned when filed.

Thank you for your prompt attention to this matter.

Very truly yours,

ROGERS, MORRIS & ZIEGLER



Russell A. White

RAW:mt  
Enclosures

F. 01000000 JAN 10 1997

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN -6 AM 11:24

FILED

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

**97 JAN -6 AM 11:24**

**CYRUS TECHNOLOGIES, INCORPORATED**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article I - Name and Location**

The name and location of this corporation is:

**CYRUS TECHNOLOGIES, INCORPORATED**  
**2150 N. W. 33 Street, Suite C**  
**Pompano Beach, Florida 33069**

**Article II - Duration**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV - Capital Stock**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 2150 N. W. 33 Street, Suite C, Pompano Beach, Florida 33069; and the name of the initial registered agent of this corporation at that address is George B. Huettel.

### Article VII - Initial 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 By-Laws, but shall never be less than one (1).

The name(s) of the Director(s), their addresses and office to be held by each for the first year of existence of this Corporation or until their successors are elected and have qualified are:

Name	Address	Office
George B. Huettel	11600 Lakeview Drive Coral Springs, FL 33071	President/Treasurer
G. Michael Eddinger	288 N. W. 69 Avenue No. 272 Plantation, FL 33317	Vice President/ Secretary

### Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is George B. Huettel, 11600 Lakeview Drive, Coral Springs, Florida 33071.

### Article IX - Indemnification

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

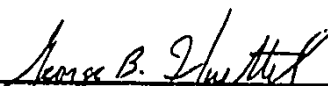
IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 3rd day of January, A. D., 1997.

  
George B. Huettel

### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Cyrus Technologies, Incorporated, which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of January, 1997.

  
George B. Huettel  
Registered Agent

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TALLAHASSEE, FLORIDA