

P97000004487

WENRICK & ASSOCIATES, C.P.A.

FILED

December 23, 1996

97 JAN 10 AM 10:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

RE: ARTICLES OF INCORPORATION  
Programming Systems, Inc.

Dear Sirs:

Enclosed are the ARTICLES OF INCORPORATION FOR Programming Systems, Inc. Also enclosed is a check for \$70.00 for the Filing Fee and Designation of Registered Agent. Please return all completed documents to address listed on letterhead.

EFFECTIVE DATE  
1-6-97

Sincerely yours,

*John C. Wenrick*

Wenrick & Associates, C.P.A.

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-01/13/97--01012--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ENCLOSURES

4013 W. Linebaugh Avenue • Tampa, FL 33624 • (813) 962-1167  
4129 Mallard Drive • Safety Harbor, FL 34695 • (813) 726-7240  
Fax (813) 264-7161

*OK*  
*1-16-97*

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

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SECRET  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE 1 - NAME**

The name of this Corporation is Programming Systems, Inc. (hereinafter called the "Corporation").

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The Corporation will have an effective date of January 6, 1997 and will exist for a perpetual period. *jam*

**ARTICLE III - PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful business or activity permitted under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The Corporation is authorized to issue two thousand (2,000) shares of common stock, having a par value of one cent (\$0.01) per share.

**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial register office of the Corporation is 10816 Roundview Lane, Tampa, Fl. 33624, and the name of the initial registered agent of the corporation at that address is John H. Miller and the principal address and registered office address of the Corporation are the same.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

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 amendment to the Bylaws, but shall never be less than one (1).

The name and address of the person to serve as sole director of the Corporation until the first annual meeting of shareholders, or until his successor(s) have been duly elected and qualified is:

John H. Miller  
10816 Roundview Lane  
Tampa, Fl. 33624

**ARTICLE VII - INCORPORATOR**

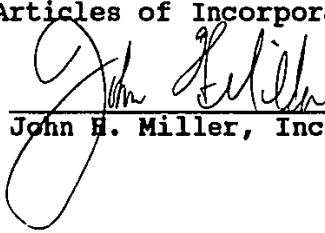
The name and address of the incorporator of the Corporation and the person signing these Articles of Incorporation is:

John H. Miller  
10816 Roundview Lane  
Tampa, Fl. 33624

**ARTICLE VIII - BYLAWS**

The board of directors shall adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws adopted by the Board of Directors or may adopt new Bylaws.

IN WITNESS WHEREOF, I have set my hand this 6<sup>th</sup> day of January, 1997 on these Articles of Incorporation.

  
John H. Miller, Incorporator


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Programming Systems, Inc.
2. The name and address of the registered agent and office is:

John H. Miller  
10816 Roundview Lane  
Tampa, Fl. 33624

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.

  
(Signature)

1/6/97  
(Date)

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TALLAHASSEE, FLORIDA