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FLORIDA DIVISION OF CORPORATIONS
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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: SAFENET INTERNATIONAL CORP.
AUDIT NUMBER.....H97000000887
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SEC. OF STATE
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1997

ACE INDUSTRIES, INC.

SUBJECT: SAFENET INTERNATIONAL CORP.
REF: W97000001109

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Dana Calloway
Document Specialist

FAX Aud. #: E97000000887
Letter Number: 497A00002257



H97-00887

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1996

SAFENET INTERNATIONAL
380 MAIN STREET, SUITE 260
DUNEDIN, FL 34698

Subject: SAFENET INTERNATIONAL

REGISTRATION NUMBER: G96351000071

This will acknowledge the filing of the above fictitious name registration which was registered on December 16, 1996. This registration gives no rights to ownership of the name.

Each fictitious name registration must be renewed every five years between July 1 and December 31 of the expiration year to maintain registration. Three months prior to the expiration date a statement of renewal will be mailed.

IT IS THE RESPONSIBILITY OF THE BUSINESS TO NOTIFY THIS OFFICE IN WRITING IF THEIR MAILING ADDRESS CHANGES. Whenever corresponding please provide assigned Registration Number.

Should you have any questions regarding this matter you may contact our office at (904) 487-6058.

Fictitious Name Section
Division of Corporations

Letter No. 596AD0056261

H97-00887

ARTICLES OF INCORPORATION

H97-00887

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of SAFENET INTERNATIONAL CORP.a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

97 JAN 16 PM 1:43

Article 1: Name of the Corporation: SAFENET INTERNATIONAL CORP.SECRETARY OF STATE
TALLAHASSEE, FLORIDAAddress of the Corporation: 380 MAIN STREET SUITE 260DUNEDIN, FLORIDA 34698

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 300,000.PAR VALUE \$0.01 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

2050 PINEHURST ROAD, DUNEDIN, FLORIDA 34698and the name of the initial registered agent at such address is DAVID HOLLY

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

David G. Holly12/31/96

Signature of Registered Agent

Date

DAVID HOLLY

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. DONNA MCGARRITYDAVID HOLLY2050 PINEHURST ROAD2050 PINEHURST ROADDUNEDIN, FLORIDA 34698DUNEDIN, FLORIDA 34698

Article 7: The Name and address of the incorporator is:

DONNA MCGARRITY2050 PINEHURST ROADDUNEDIN, FLORIDA 34698

In witness whereof I have subscribed my name

Donna McGarrity

Signature of Incorporator

DONNA MCGARRITY

Prepared by:
ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H97-00887