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PLEASE REPLY TO: ORLANDO

* BOARD CERTIFIED IN TAXATION
AND MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS
** ALSO ADMITTED IN IOWA AND MINNESOTA

LAKE COUNTY OFFICE
8210 COUNTY ROAD 48
SUITE 201
YALAHUA, FLORIDA 34787
TELEPHONE (352) 324-3100

January 23, 1997

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-01/27/97--01052--009
****122.50 ****122.50

EFFECTIVE DATE
1-23-97

Re: Pandion Systems, Inc.
Effective Date: January 23, 1997

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,


Robert Q. Lee

RQL:sr
Enclosures
cc: Mr. Christian Newman

FILED
97 JAN 27 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JAN 31 1997

ARTICLES OF INCORPORATION
OF
PANDION SYSTEMS, INC.

FILED

97 JAN 27 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-23-97

ARTICLE I - NAME

The name of this corporation is PANDION SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

ROBERT Q. LEE

The street address of the corporate offices shall be:

3839 N.W. 67th Place
Gainesville, Florida 32653

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have seven (7) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
THOMAS GERHARDT	3839 N.W. 67th Place Gainesville, FL 32653	President/ Director
CHRISTIAN NEWMAN	3839 N.W. 67th Place Gainesville, FL 32653	Vice President/ Director
DAVID EVERITT	P.O. Box 90220 Gainesville, FL 32607	Vice President/ Director
LYNDA EVERITT	P.O. Box 90220 Gainesville, FL 32607	Secretary/ Director
DENIS NEWMAN	3839 N.W. 67th Place Gainesville, FL 32653	Treasurer
JAMES NEWMAN	3839 N.W. 67th Place Gainesville, FL 32653	Director
RACHEL NEWMAN	3839 N.W. 67th Place Gainesville, FL 32653	Director
DEBORAH BURNIP	P.O. Box 8123 North Brattleboro, Vermont 05304	Director

ARTICLE VII - INCORPORATOR

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

Name

ROBERT Q. LEE

Address

430 North Mills Avenue
Orlando, Florida 32803


ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This 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 these Articles of Incorporation this 23 day of Jan, 1997.


ROBERT Q. LEE

FILED
97 JAN 27 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PANDION SYSTEMS, INC.

2. The name and address of the registered agent and office is:

ROBERT Q. LEE
430 North Mills Avenue
Orlando, Florida 32803

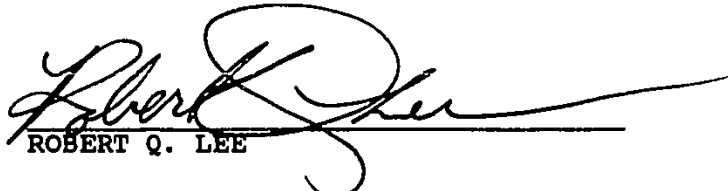
Date: Jan. 23, 1997


ROBERT Q. LEE, Subscriber

ACCEPTANCE

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.

Date: Jan 23, 1997


ROBERT Q. LEE