# **CORPORATE** ACCESS, 1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303 INC. P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666 CERTIFIED COPY рното сору (CORPORATE NAME & DOCUMENT #) SPECIAL INSTRUCTIONS

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# ARTICLES OF INCORPORATION OF CYBRIX CORPORATION



THE UNDERSIGNED, acting as sole incorporator of CYBRIX CORPORATION. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

#### ARTICLE I NAME

The name of the corporation is CYBRIX CORPORATION.

### ARTICLE II SHARES

The total authorized capital stock of the Corporation shall be 1,500,000 shares of common stock, of which 500,000 shares shall be voting common stock, One Cent (\$0.01) par value per share, and 1,000,000 shares shall be non-voting common stock, One Cent (\$0.01) par value per share. Each share of the Corporation's common stock shall have the same rights and preferences as each other share of the Corporation's common stock, except that each share of the voting common stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation and each share of the non-voting common stock shall not be entitled to vote on any matter.

### ARTICLE III PRINCIPAL OFFICE

The address of the Principal Office of the Corporation is c/o George A. Golder, Esq., 315 E. Robinson Street, Suite 600, Orlando, Florida 32801. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

### ARTICLE IV MAILING ADDRESS

The mailing address of the corporation is c/o George A. Golder, Post Office Box 3000, Orlando, Florida 32802.

## ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is George A. Golder, Esq., and the initial Registered Agent at such address is 315 E. Robinson Street, Suite 600, Orlando, Florida 32801.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1) member. The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

Ben H. Scott, Jr.

315 E. Robinson Street, Suite 600 Orlando, Florida 32801.

### ARTICLE VII COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on January 28, 1997, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

## ARTICLE VIII INCORPORATOR

The name and address of the sole incorporator of the corporation is George A. Golder, c/o Zimmerman, Shuffield, Kiser & Sutcliffe, P.A., 315 E. Robinson Street, Suite 600, Orlando, Florida, 32801.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 3rd day of February, 1997.

George A. Golder, Incorporator

#### ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

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THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 3rd day of February, 1997.

George A. Golder, Registered Agent