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FAX #: (813)221-4210

NAME: P\*ERAGO SYSTEM, INC.

AUDIT NUMBER.....H97000002532

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**FOLEY & LARDNER**  
100 NORTH TAMPA STREET  
SUITE 2700  
TAMPA, FLORIDA 33602

POST OFFICE BOX 3391  
TAMPA, FLORIDA 33601-3391  
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**NAME: Sherry D. Rardon, Legal Assistant**

**TELECOPIER PHONE NUMBER: (813) 221-4210**

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**AT (813) 229-2300**

**DATE: February 12, 1997**

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**ARTICLES OF INCORPORATION**  
**OF**  
**P•ERAGO SYSTEM, INC.**

THE UNDERSIGNED, acting as sole incorporator of P•ERAGO SYSTEM, INC. (hereinafter the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

**ARTICLE I**  
**Name**

The name of the Corporation is: P•ERAGO SYSTEM, INC.

**ARTICLE II**  
**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**  
**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

**ARTICLE IV**  
**Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

Prepared by:  
Vilants M. Gulbis, Esq.  
Foley & Lardner  
P.O. Box 3391, Tampa, FL 33601-3391  
(813) 229-2300  
Fla. Bar No.: 0731129

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**ARTICLE V**  
**Principal Office**

The address of the Principal Office of the Corporation is 512 W. Juneau Street, Tampa, FL 33604. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VI**  
**Mailing Address**

The mailing address of the Corporation is 512 W. Juneau Street, Tampa, FL 33604.

**ARTICLE VII**  
**Initial Board of Directors**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors and until successor Directors are elected and qualified are as follows:

Ben C. Nyman  
512 W. Juneau Street  
Tampa, FL 33604

Diane R. Nyman  
512 W. Juneau Street  
Tampa, FL 33604

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 512 W. Juneau Street, Tampa, FL 33604, and the initial Registered Agent at such address is Ben C. Nyman.

**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is: Ben C. Nyman, 512 W. Juneau Street, Tampa, FL 33604.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 11th day of February, 1997.

  
Ben C. Nyman, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, a resident of the State of Florida, having been named in Article VIII 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 it as Registered Agent of **P\*ERAGO SYSTEM, INC.**

**DATED**, this 11th day of February, 1997.

  
Ben C. Nymann

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