

P970000/7940



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 253149 7123002

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pijut

ORDER DATE : February 7, 1997

ORDER TIME : 1:56 PM

ORDER NO. : 253149-005

200002082072--4

CUSTOMER NO: 7123002

CUSTOMER: Mr. Sean D. K. Scott
SEAN D.K. SCOTT
ATTORNEY AT LAW
416 Drew Street

EFFECTIVE DATE

2-21-97

*RECEIVED 2/21/97
See next page*

Clearwater, FL 34615

DOMESTIC FILING

NAME: HIGHLANDER: STRATEGIC ALLIANCE
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*W97-3250
KR 2-10*

K.R. FEB 26 1997

FILED
97 FEB 26 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB -7 PM 3:25
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

RESUBMIT

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

Please give original
submission date as file date.

SUBJECT: HIGHLANDER: STRATEGIC ALLIANCE CORPORATION
Ref. Number: W97000003250

We have received your document for HIGHLANDER: STRATEGIC ALLIANCE CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00006881

EFFECTIVE DATE

2-21-97

**ARTICLES OF INCORPORATION
OF
HIGHLANDER: STRATEGIC ALLIANCE CORPORATION**

FILED
97 FEB 26 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I.
NAME

The name of the Corporation is:

HIGHLANDER: STRATEGIC ALLIANCE CORPORATION

ARTICLE II.
DURATION

The Corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III.
PURPOSE

The Corporation is organized for the following purposes: to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV.
PRINCIPAL OFFICE

The Corporation's initial principal office's mailing address and street address is: 3993 Tyrone Blvd., Suite 608-101, St. Petersburg, FL 33709.

ARTICLE V.
CAPITAL STOCK

The aggregate number of shares that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.10 par value per share.

ARTICLE VI.
PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VII.
BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial Director who shall hold office until his successor(s), who shall be chosen at the first meeting of the Shareholders, have been qualified is: MATTHEW M. LEHMANN, 3993 Tyrone Blvd., Suite 608-101, St. Petersburg, FL 33709.

ARTICLE VIII.
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the fullest extent now or hereafter permitted by law.

ARTICLE IX.
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X.
AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XI.
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: MATTHEW M. LEHMANN, 3993 Tyrone Blvd., Suite 608-101, St. Petersburg, FL 33709.

ARTICLE XII.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial REGISTERED AGENT and initial REGISTERED OFFICE of this Corporation is: MATTHEW M. LEHMANN, 3993 Tyrone Blvd., Suite 608-101, St. Petersburg, FL 33709.

ARTICLE XIII.
ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 21 day of February, 1997.

REGISTERED AGENT: MATTHEW M. LEHMANN
3993 Tyrone Blvd., Suite 608-101
St. Petersburg, Florida 33709

BY: Matthew M. Lehmann
MATTHEW M. LEHMANN

FILED
97 FEB 26 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned managing Member has executed the Articles of Incorporation of Highlander: Strategic Alliance Corporation, this 21 day of February, 1997.

HIGHLANDER: STRATEGIC ALLIANCE CORPORATION

BY: Matthew M. Lehmann, President
MATTHEW M. LEHMANN, President

STATE OF MICHIGAN
COUNTY OF BERRIEN

The foregoing instrument was acknowledged before me this 21st day of FEBRUARY, 1997, by MATTHEW M. LEHMANN, as President of HIGHLANDER: STRATEGIC ALLIANCE CORPORATION, who is personally known to me John, or who has produced identification ✓. Type of identification produced PASSPORT.

John R. Richards
Notary Public

My commission expires: 01-09-2001