

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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EFFECTIVE DATE: 3-26-97
X FILING Articles

1.) Testec, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
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9.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
MAR 27 1997
TALLAHASSEE, FL
CLERK OF COURT

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D. BROWN MAR 27 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQUARE
TALLAHASSEE, FL 32303

The name TESTEC, INC. has been reserved for 120 days beginning February 21, 1997. The reservation number is R97000000844 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 597A00009347

Articles of Incorporation

of

TesTec, Inc.

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SECRETARY OF STATE
97 JUL 27 PM 12:24

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3-26-92

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

TesTec, Inc.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

Marc H. Auerbach, Esq.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on March 26, 1997. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Marc H. Auerbach, Esq.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Marc H. Auerbach, Esq.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

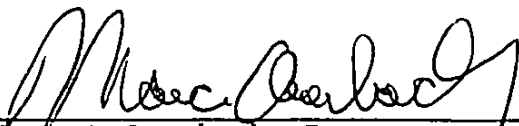
ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of March 26, 1997.

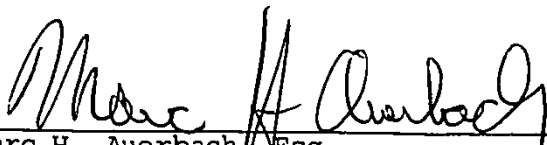


Marc H. Auerbach, Esq.
Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and
607.0501 of the Florida Statutes:

Having been appointed registered agent of TesTec, Inc. in
its Articles of Incorporation, at the place designated in such
Articles of Incorporation, the undersigned hereby agrees to act
in this capacity and affirms that it is familiar with, and
accepts, the obligations of such position.



Marc H. Auerbach Esq.

Dated: March 26, 1997

RECEIVED
MARCH 26 1997
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA