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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 10 PM 2:52

WRITER'S DIRECT DIAL  
(703) 277-9722  
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(703) 591-2149

(703) 591-1300

April 9, 1997

*Via Federal Express*

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-04/10/97--01103--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Avid - MSI, Inc.

Dear Madam or Sir:

Please find enclosed an original and one copy of the Articles of Incorporation of Avid - MSI, Inc. and a Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check in the amount of \$70.00 for filing fees.

It would be appreciated if the extra copy of the articles could be file-stamped and returned to this office. A stamped, self-addressed envelope is enclosed for your convenience.

Thank you for your attention to this matter. If there are any questions, please contact me.

Sincerely,

*Howard R. Philips*

Howard R. Philips

Enclosures

D. BROWN APR 11 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**AVID - MSI, INC.**

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**ARTICLE 1:** The name of the corporation (hereinafter called the "Corporation") shall be:

**AVID - MSI, INC.**

**ARTICLE 2:** The principal place of business and mailing address of the Corporation shall be: 614 Jasmine Avenue North, Tarpon Springs, Florida 34689.

**ARTICLE 3:** The total authorized capital stock of the Corporation shall consist of Five Thousand (5,000) shares, which shall be classified as common stock, of the par value of One and No/100 Dollars (\$1.00) per share. The aggregate par value of said shares is Five Thousand and No/100 Dollars (\$5,000.00).

**ARTICLE 4:** The name and post office address of the initial resident agent of the Corporation is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. Said resident agent is a Florida corporation.

**ARTICLE 5:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida. The Corporation shall have the power to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore mentioned, either alone or in association with or in partnership with any other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid businesses or powers or any part or parts thereof, provided the same be not inconsistent with the laws under

which this Corporation is incorporated.

**ARTICLE 6:** The number of directors which shall constitute the full Board of Directors shall be such as from time to time shall be fixed by the By-Laws in the manner provided therein, and in the absence of a By-Law fixing the number of directors, the number shall be one (1), and the name of the person who is to serve as director until the first annual meeting of stockholders, or until his successor is elected and qualified is:

Mr. Michael Sahady

**ARTICLE 7:** In furtherance and not in limitation of the powers otherwise conferred, the Board of Directors of the Corporation is expressly authorized:

1. To exercise on behalf of the Corporation all powers held by it except as otherwise provided herein, or by amendments hereto, or by the laws of Florida or by the By-Laws of the Corporation; and

2. To make, amend, or repeal the By-Laws of the Corporation, including By-Laws fixing or changing the number of directors subject, however, to the power vested in and reserved to the stockholders having general voting power, to modify or rescind any such action by affirmation vote or written order, direction, or consent of the holders of a majority of the outstanding stock of the Corporation having general voting power, which power of modification and rescission is vested in and reserved to such stockholders.

**ARTICLE 8:** Each person who is or hereafter becomes a director or officer of this Corporation or who, while a director of this Corporation, is or was serving at this Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be

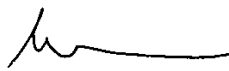
entitled to indemnification by this Corporation to the maximum extent permitted by law.

**ARTICLE 9:** The name and address of the sole incorporator, who is over the age of 18,  
is as follows:

G. Donald Markle, Esq.  
4010 University Drive  
Suite 200  
Fairfax, Virginia 22030

**ARTICLE 10.** The powers of the incorporator shall terminate upon issuance of the  
Certificate of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 8th day  
of April, 1997, and acknowledge the same to be my act.

  
\_\_\_\_\_  
G. Donald Markle, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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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 AVID - MSI, INC.

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

C T Corporation System

(NAME)

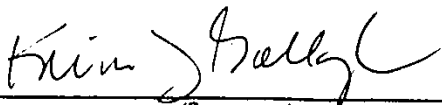
1200 S. Pine Island Road

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33324

(CITY/STATE/ZIP)

*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.*



(SIGNATURE)

Kevin J. Gallagher  
Asst. Vice President

April 8, 1997

(DATE)