

P97000045465

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1983
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

May 15, 1997

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

RE: TELAS, INC.

500002184765--7
-05/20/97--01042-016
*****78.75 *****78.75

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY


Robert Worthington

RW:sl
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 20 1997

97/5/22/97

ARTICLES OF INCORPORATION

OF

TELAS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

TELAS, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1008 Trailmore Lane, Weston, FL 33326

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joyce Stein, 1008 Trailmore Lane, Weston, FL 33326

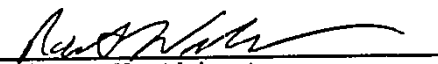
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert Worthington

105 North Watts Street
Philadelphia, PA 19107

The undersigned has executed these Articles of Incorporation this 9TH day of May, 1997.


Robert Worthington
Incorporator

FILED
SECRETARY OF STATE
CORPORATIONS
DIVISION
MAY 15 1997
WESTON, FL

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

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:

TELAS, INC.

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

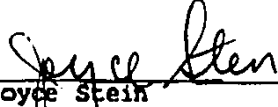
Joyce Stein, 1008 Trailmore Lane, Weston, FL 33326

Signature 
Robert Worthington

Title: Incorporator

Date: May 9, 1997

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.


Joyce Stein

Date: May 9, 1997

FILED
SECRETARY OF STATE
CORPORATIONS
DIVISION
MAY 10 1997
TALLAHASSEE, FLORIDA