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FILED
97 JUN -2 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-06/02/97--01076--031
****122.50 ****122.50

Subject: Valencia Systems, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c)
\$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. John C. Tracy
Terence F. Brennan, Esq.

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ORLANDO

MELBOURNE

TALLAHASSEE

ARTICLES OF INCORPORATION
OF
VALENCIA SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Valencia Systems, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 4176 Conway Place Circle, Orlando, Florida 32812, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

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

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 4176 Conway Place Circle, Orlando, Florida 32812. The initial registered agent of the Corporation at the registered office shall be John C. Tracy.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
John C. Tracy	4176 Conway Place Circle Orlando, Florida 32812
Steven R. Christle	5828 West View Drive Orange, California 92869

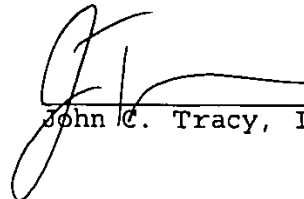
ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

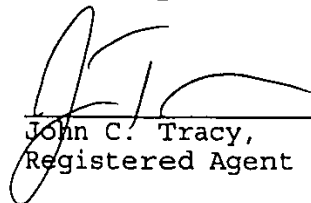
<u>Name</u>	<u>Address</u>
John C. Tracy	4176 Conway Place Circle Orlando, Florida 32812

Executed this 30th day of May, 1997.


John C. Tracy, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.


John C. Tracy,
Registered Agent

Date: 5-30-97

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