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PAUL D. NEWELL, P.A.

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June 6, 1997

Division of Corporations
SECRETARY OF STATE
State of Florida
The Capitol
Tallahassee, FL 32304

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-06/09/97--01085--003

****122.50 ****122.50

Re: Bradley Computer Works, Inc.

Gentlemen,

Enclosed please find the Articles of Incorporation of Bradley Computer Works, Inc.. Please file said Articles and assign a Charter Number accordingly.

I am also enclosing herewith our check in the amount of \$122.50 to cover the filing fees, etc.

Thanking you for your continued assistance, I remain,

Sincerely,

Marcia L. Hall

Marcia L. Hall
Secretary to Paul D. Newell

JUN 10

BSB

encl.

FILED
97 JUN -9 AM 7:56
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRADLEY COMPUTER WORKS, INC.

FILED
97 JUN -9 AM 7:56
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: BRADLEY COMPUTER WORKS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100,000 par value shares of common capital stock.

ARTICLE V. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered

office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Ralph E. Bradley
7412 County Road 315
Keystone Heights, Florida 32656.

Barbara B. Bradley
7412 County Road 315
Keystone Heights, Florida 32656

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE &
AGENT

The address of this corporation's principal office is 180 Lawrence Boulevard, Keystone Heights, Florida 32656; and the address of this corporation's initial registered office shall be:

Suite 201 Newell Building
101 Lawrence Boulevard
Keystone Heights, Florida 32656.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Paul D. Newell

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Barbara B. Bradley, County Road 315, Keystone Heights, Florida 32656.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Barbara B. Bradley
Barbara B. Bradley - Incorporator

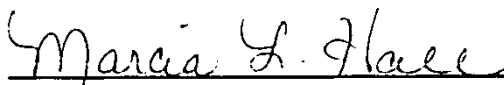
I hereby accept my designation as resident agent and agree to serve as the resident agent of BRADLEY COMPUTER WORKS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Paul D. Newell - Registered Agent

STATE OF FLORIDA
COUNTY OF CLAY

FILED
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TALLAHASSEE, FLORIDA

On June 2, 1997, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent; and Barbara B. Bradley, the corporation's incorporator, both of whom are personally known to me, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of BRADLEY COMPUTER WORKS, INC. for the purposes therein expressed.



MARCIAL HALL
Notary Public, State Of Florida
My Comm. Expires Feb. 9, 1998
Comm. No CC347396

Articles of Incorporation of Bradley Computer Works, Inc.