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REBACK LAW FIRM, P.C.

145 NORTH 5TH AVENUE
MT. VERNON, NEW YORK 10550

914 665-0055 • 718 585-1200

FAX No. 914 665-0062

June 13, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-06/18/97--01082--027
*****122.50 *****122.50

Re: SYSTEMS ACQUISITIONS, INC.

Dear Sir/Madam:

Enclosed is the original and a copy of the Articles of Incorporation for the above-named corporation.

In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Certification	\$52.50
Filing fee	20.00
Registered Agent	20.00
Certified copy	<u>30.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at the above address.

Your prompt attention to this matter would be appreciated.

Very truly yours,

DAVID C. REBACK

FILED
97 JUN 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/16/97

FILED

97 JUN 16 PM 2: 14

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. NAME: The name of this corporation is SYSTEMS ACQUISITIONS, INC., whose address is 208 Sovereign Court, Altamonte Springs, FL 32701.
2. DURATION: The period of the corporate existence is perpetual.
3. PURPOSE: The purpose of the corporation is to engage in any activities of business permitted under the laws of the United States or the State of Florida.
4. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:
Gerald H. Reback
208 Sovereign Court
Altamonte Springs, FL 32701
5. INITIAL BOARD OF DIRECTORS: The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment to the by-laws of the corporation in the manner provided by law and shall never be less than one (1) director.
The name and addresses of the initial director is:

David C. Reback
145 North Fifth Avenue
Mt. Vernon, New York 10550
6. CAPITAL STOCK: The corporation is authorized to issue 5000 shares of stock, all of one class, having par value of one dollar (\$1.00) per share.
7. INCORPORATOR: The name and address of the incorporator signing these articles is:

Lorraine Garcia
145 North Fifth Avenue
Mt. Vernon, New York 10550

8. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred of the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator and the registered agent have executed these Articles of Incorporation this 1st day of May, 1997.


REGISTERED AGENT - Gerald H. Reback


INCORPORATOR - Lorraine Garcia

STATE OF NEW YORK)
COUNTY OF WESTCHESTER)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Gerald H. Reback, the registered agent and Lorraine Garcia, the incorporator herein, known to me to be the person (s) described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification: driver's licence of the above-named persons: Gerald H. Reback and Lorraine Garcia and that an oath was taken.

WITNESS my hand and seal in the County and State last aforesaid this 1st day of May, 1997.


NOTARY SIGNATURE

DAVID C. REBACK

NOTARY PUBLIC State of New York

No. 4941664, Westchester County

Commission Expires August 29, 1998

PRINTED NOTARY SIGNATURE

I am familiar with and hereby accept the duties and responsibilities as registered agent.


GERALD H. REBACK

DATED: May 1, 1997