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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -4 AM 11:50

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PICS Technologies, Inc.

9749-1-003

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Signature

Requested by:

Name _____

8/4/97

Date _____

10.00

Time

Walk-In _____

Will Pick Up _____

✓ Art of Inc. File Cert.
 LTD Partnership File _____
 Foreign Corp File _____
 L.C. File _____
 Fictitious Name File _____
 Name Reservation _____
 Merger File _____
 Art. of Amend. File _____
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
 Cert. Copy _____
 Photo Copy _____
 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
 Driving Record _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 Courier _____

RP
B-4.97

ARTICLES OF INCORPORATION
OF
PICS TECHNOLOGIES, INC.

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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:

PICS Technologies, Inc.

ARTICLE II: DURATION

The corporation shall have perpetual existence.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 13830 58th Street North, Suite 404, Clearwater, Florida 34620.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

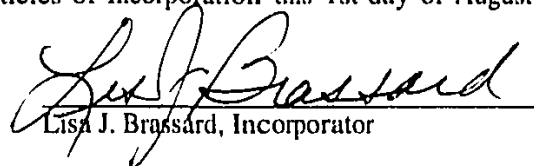
ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Lisa J. Brassard, 2645 Sheridan Drive, Tonawanda, New York 14150.

The undersigned has executed these Articles of Incorporation this 1st day of August, 1997.


Lisa J. Brassard, Incorporator

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

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Pursuant to the provisions of Section 607.0501, Florida statutes, the mentioned 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:

PICS Technologies, Inc.

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

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 PROVISION 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.

Capital Connection, Inc.

By: Cristel L. Fugger