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August 6, 1997

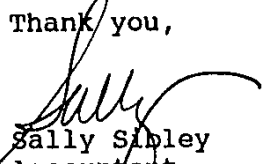
Department of State  
Corporate Records Division  
P. O. Box 6327  
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for C & D Networking Systems, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

  
Sally Sibley  
Accountant

500002266375--6  
-08/13/97--01107--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 AUG 11 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
8/11/97

ARTICLES OF INCORPORATION

FILED

97 AUG 11 AM 8:57

1. The name of the corporation is C & D NETWORKING SYSTEMS, INC. OF STATE TALLAHASSEE, FLORIDA
2. The purpose for which this corporation is organized is to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes.
3. The corporation shall have the authority to issue 5000 shares of common stock, in one class only, each with a par value of \$1.00.
4. The registered agent shall be CURTIS CARLSON and the initial registered office shall be at 359 Cedarbrook Lane Altamonte Springs, FL 32714.
5. The initial Board of Directors shall have two members whose names and addresses are as follows:  
CURTIS CARLSON 359 CEDARBROOK LANE ALTAMONTE SPRINGS, FL 32714  
DANIEL DREW 982 VINERIDGE RUN BLDG 21<sup>#</sup>107 ALTAMONTE SPRINGS, FL 32714
6. The incorporator of this corporation is DANIEL DREW whose address is 982 VINERIDGE RUN BLDG 21<sup>#</sup>107 ALTAMONTE SPRINGS, FL 32714.  
The mailing address and principal office of the corporation is 982 VINERIDGE RUN BLDG 21<sup>#</sup>107 ALTAMONTE SPRINGS, FL 32714.

Dated JULY 15, 1997

  
Incorporator

STATE OF FLORIDA  
COUNTY OF

BEFORE me, the undersigned authority, personally appeared DANIEL DREW who is well known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Seminole County State of FLORIDA this 5 day of Aug. 1997.

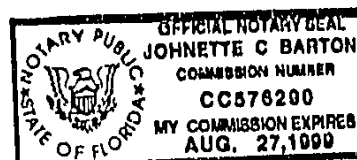
Notary Public

My commission expires:

Accepted by Registered Agent:



Daniel Drew and  
Curtis Carlson are  
personally known by me.



FILED

97 AUG 11 AM 8:57

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 C & D Networking Systems, Inc.
2. The name and address of the registered agent and office is:  
Curtis Carlson  
359 Cedarbrook Lane  
Altamonte Springs, FL 32714

SIGNATURE

Curtis Carlson

TITLE Secretary

DATE

8/5/97

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.

SIGNATURE

Curtis Carlson

DATE

8/5/97

REGISTERED AGENT FILING FEE: \$35.00