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TO: DIVISION OF CORPORATIONS  
(850)922-4001

FAX #:

FROM: THE COMPANY CORPORATION  
076660001006

ACCT#:

CONTACT: REGINA CEPHAS  
PHONE: (302)575-0440

FAX #:

(302)575-1346

NAME: CONVERGENCE INTERNATIONAL, INC.

AUDIT NUMBER.....H97000013586

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

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NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
Convergence International, Inc.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Convergence International, Inc.**
- SECOND:** The address of the initial registered office of the corporation is 229 Countryside Key, Oldsmar, FL 34677, County of Pinellas. The name of the registered agent located at said address is Scott Kramer.
- THIRD:** The principal address of the corporation is 229 Countryside Key, Oldsmar, FL 34677.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Scott Kramer 229 Countryside Key, Oldsmar, FL 34677.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow      c/o The Company Corporation, 1313 N. Market  
Street, Wilmington, DE 19801.

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We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 18th day of August, 1997.

Wendy Snow

State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 18th day of August, 1997 by Wendy Snow.

Regina Cephas  
Notary Public

REGINA CEPHAS  
NOTARY PUBLIC DELAWARE  
Appointed February 11, 1995  
Term 4 Years

This document was prepared by Wendy Snow, 1313 N. Market Street,  
Wilmington, DE 19801. (302) 575-0440.

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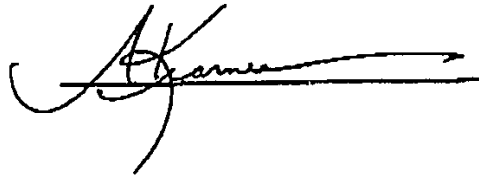
CO. CORP.

302 575 1346 P.04

STATEMENT OF ACCEPTANCE BY RESIDENT AGENT

I, Scott Kramer, hereby consent to act as registered  
agent for the following corporation: Convergence International, Inc

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Located in the City of Oldsmar, the State of Florida has named Scott Kramer located at 229 Countryside Key, Oldsmar, FL 34677, as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

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7

TOTAL P.04