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FRED M. PHELAN, JR.

ATTORNEY AT LAW  
725 NORTH A1A, SUITE A-108  
JUPITER, FLORIDA 33477

MEMBER FLORIDA  
AND NEW JERSEY BAR

TELEPHONE / FAX  
(407) 747-0272

September 26, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: MENTOR SYSTEMS, INC.  
incorporation

800002305808--6  
-09/29/97--01073--007  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the original and one copy of the  
Articles of Incorporation, together with a check in the  
amount of \$ 122.50 representing the filing fee, fee for  
registered agent designation, and certified copy of  
Articles of Incorporation.

Your attention is appreciated.

Very truly yours,

  
Fred M. Phelan Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 29 AM 9:01

RP  
9-30-97

**ARTICLES OF INCORPORATION**

**OF**

MENTOR SYSTEMS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 29 AM 9:01

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: MENTOR SYSTEMS, INC.

The principal place of business of this corporation shall be:  
11211 PROSPERITY FARMS ROAD, SUITE C-206, PALM BEACH GARDENS, FLORIDA 33410

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES OF COMMON STOCK NO PAR VALUE

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DAVID S. BUSH  
5 CYPRESS COVE  
PALM BEACH GARDENS  
FLORIDA 33418

EDWARD H. DOUGHERTY  
1 CLUB DRIVE  
NORTH PALM BEACH  
FLORIDA 33408

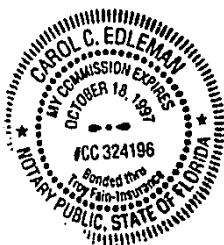
**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

DAVID S. BUSH  
5 CYPRESS COVE  
PALM BEACH GARDENS  
FLORIDA 33418

EDWARD H. DOUGHERTY  
1 CLUB DRIVE  
NORTH PALM BEACH  
FLORIDA 33408

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 19 day of Sept., 1997



Signature(s) of Incorporator(s)

DAVID S. BUSH

EDWARD H. DOUGHERTY

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING Instrument was acknowledged and sworn to before me this \_\_\_\_\_ day of 19, 1997 by DAVID S. BUSH and EDWARD H. DOUGHERTY  
(Name of Incorporator)  
of MENTOR SYSTEMS, INC.  
(Name of Corporation)



Notary Public

Carol C. Edleman  
My Commission Expires: 10/18/97

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 29 AM 9:01

Pursuant to the provisions of Section 607.325, 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: MENTOR SYSTEMS, INC.

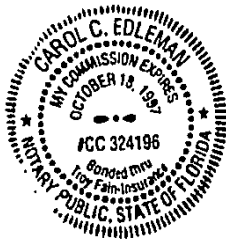
2. The name and address of the registered agent and office is: DAVID S. BUSH

11211 PROSPERITY FARMS ROAD, SUITE C-206

(P.O. BOX NOT ACCEPTABLE)

PALM BEACH GARDENS, FLORIDA 33410

(CITY/STATE/ZIP)



SIGNATURE

*Edward H. Dougherty*

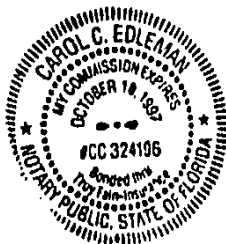
(corporate officer) EDWARD H. DOUGHERTY

TITLE PRESIDENT

DATE

9/19/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



SIGNATURE

*David S. Bush*

DAVID S. BUSH

DATE

9/19/97

REGISTERED AGENT FILING FEE: \$ .00