

P97000084857

JAMES H. MOBLEY, JR., P.C.

ATTORNEY AT LAW

5040 ROSWELL ROAD, N.W., SUITE 200

ATLANTA, GEORGIA 30342

(404) 255-1666

FACSIMILE (404) 257-1248

September 4, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500002306835--1
-09/29/97--01179--004
*****78.75 *****78.75

RE: Nassau Technology Group, Inc.

Gentlemen:

Enclosed are the documents needed for filing the corporation:
Nassau Technology Group, Inc.

Payment in the amount of \$78.75 is enclosed herewith.

Thank you for your assistance.

Very truly yours,

James H. Mobley, Jr.

JHM:hej
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 12:53

9/10/97

ARTICLE OF INCORPORATION
OF
NASSAU TECHNOLOGY GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 12:53

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

The name of the corporation shall be NASSAU TECHNOLOGY GROUP, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act

of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporations a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLES VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors of the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one directors whose name and addresses are as follows:

Larry Galaviz
1600 Green Oak Circle
Lawrenceville, GA 30243

Thomas Person
4480 Windsor Oak Circle
Marietta, GA 30066

Delbert N. Murray
1200 Mars Hill Rd.
Acworth, Fla. 30101

M. Brian Evans
Jamie Wheatley Evans
103 Laura Lane
Gulf Breeze, Fla. 32561

Danny N. Landers
941 New Bedford Dr.
Marietta, GA 30068

James H. Mobley, Jr.
5040 Roswell Rd., NW
Suite 200
Atlanta, GA 30342

ARTICLE X

The initial registered agent of the corporation is J. Michael Lindell. The street address of the corporations' initial registered office is 233 East Bay St. Suite 620, Blackstone Building, Jacksonville, Florida 32202.

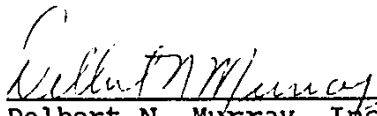
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 25 West Cedar Street Suite 540-1, Pensacola, Florida 32501.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Delbert N. Murray. The street address is 1200 Mars Hill Rd., Acworth, Georgia 30101.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of September, 1997.

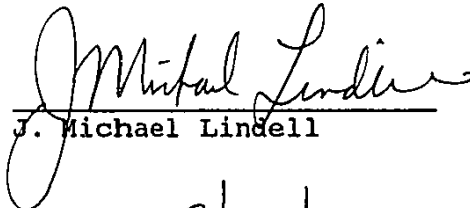


Delbert N. Murray, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 12:53

CONSENT TO SERVE AS REGISTERED AGENT
FOR
NASSAU TECHNOLOGY GROUP, INC.

Having been named in the State of Florida as registered agent and to accept service of process for the above-stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


J. Michael Lindell

Dated: 9/25/97