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NAME: FMN TECHNOLOGY SERVICES CORPORATION

AUDIT NUMBER.....H97000017070

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

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F. CHAMBER OCT 15 1997

ARTICLES OF INCORPORATION
OF
FMN TECHNOLOGY SERVICES CORPORATION

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is FMN Technology Services Corporation.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 8751 Broward Boulevard, 5th Floor, Plantation, Florida 33324.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Luther F. Sadler, Jr., Esquire
Florida Bar No. 106743
Foley & Lardner
200 Laura Street North, Third Floor
Post Office Box 240
Jacksonville, FL 32201-0240
Telephone: 904/359-2000

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 8751 Broward Boulevard, 5th Floor, Plantation, Florida 33324 and the name of the initial registered agent of this corporation at that address is Seth S. Werner.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have five directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The names and addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Stephen Green	8751 Broward Boulevard, 5th Floor Plantation, Florida 33324
Michael Lee	8751 Broward Boulevard, 5th Floor Plantation, Florida 33324
Seth S. Werner	8751 Broward Boulevard, 5th Floor Plantation, Florida 33324
George Naddaff	8751 Broward Boulevard, 5th Floor Plantation, Florida 33324
David Shapiro	8751 Broward Boulevard, 5th Floor Plantation, Florida 33324

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Name

Luther F. Sadler, Jr., Esquire

Address

200 Laura Street, Third Floor
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION

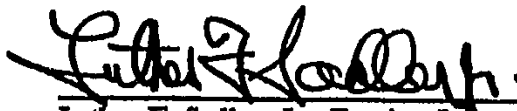
Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on October 14, 1997.


Luther F. Sadler, Jr., Esquire, Incorporator

Fax Audit No. H97000017070

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

Date: October 14, 1997

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA