

P97000088862

PERSON & COMPANY, ACCOUNTANTS, INC.
1360 S. PATRICK DRIVE
SATELLITE BEACH, FLORIDA 32937
(407) 773-1040 FACSIMILE (407) 773-1041

October 3, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-10/08/97--01075--002
****122.50 ****122.50

Dear Sir or Madam:


Enclosed are the Articles of Incorporation for **INDIAN RIVER INTEGRATED SYSTEMS, INC.** along with a check in the amount of \$122.50 to cover the filing fees.

Please forward the articles back to my attention at the above address.

If you have any questions or need additional information, please do not hesitate to contact me.

Thank you.

Very truly yours,


Lisa L. Gemmell

llg
Enclosure

FILED
97 OCT 15 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-23053

ru 10/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1997

PERSON & COMPANY, ACCOUNTANTS, INC.
1360 S. PATRICK DRIVE
SATELLITE BEACH, FL 32937

SUBJECT: INDIAN RIVER INTEGRATED SYSTEMS, INC.
Ref. Number: W97000023053

We have received your document for INDIAN RIVER INTEGRATED SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 597A00049526

**ARTICLES OF INCORPORATION
OF
INDIAN RIVER INTEGRATED SYSTEMS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I
NAME

The name of this corporation is INDIAN RIVER INTEGRATED SYSTEMS, INC.

ARTICLE II
NATURE OF PROFESSIONAL BUSINESS

This corporation may engage in or transact any and 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 maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS

The street address of the initial registered office of the corporation shall be: 1360 S. Patrick Drive, Satellite Beach, FL 32937 and the name of the initial Registered Agent for the corporation at that address is: Arthur B. Person.

ARTICLE V
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI
TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against her by reason of her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII
SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of herself or any firm, association or corporation in which she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that she is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Susan J. Wisnom

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

*Susan J. Wisnom
490 Trinidad Drive
Satellite Beach, FL 32937*

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, personally appeared Susan J. Wisnom to me known and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 6th day of October 1997.

Susan J. Wisnom

Susan J. Wisnom
Incorporator

Anna Marie Peek

Notary Public, State of Florida

My Commission Expires:



ANNA MARIE PEEK
COMMISSION # CC628929
EXPIRES JAN 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA.

INDIAN RIVER INTEGRATED SYSTEMS, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:


*1360 S. Patrick Drive
Satellite Beach, FL 32937*

has named:

*Arthur B. Person
1360 S. Patrick Drive
Satellite Beach, FL 32937*


ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


Registered Agent:

BEFORE ME, the undersigned authority, this day appeared Arthur B. Person, at 1360 South Patrick Drive, Satellite Beach, Florida, County of Brevard, State of Florida, who is personally known to me and who did/did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 6th day of October, 1997.


Notary Public, State of Florida

My Commission Expires:



ANNA MARIE PEEK
COMMISSION # CC 526929
EXPIRES JAN 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 15 AM 11:29

FILED