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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the following items connected with the incorporation of the corporation named in the enclosed documents:

- (a) Two executed copies of Articles of Incorporation.

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- (b) Check for \$78.75 to cover the following fees:

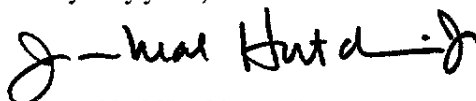
*****78.75 *****78.75

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate of Status	\$ 8.75

Please date stamp one copy of the Articles of Incorporation showing the date of filing and return the stamped copy to the undersigned. Please also return a Certificate of Status for the corporation to the undersigned.

Thank you for your cooperation.

Very truly yours,



James Neal Hutchinson, Jr.
5200 South Washington Ave.
Titusville, FL 32780
(407) 269-9760

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ARTICLES OF INCORPORATION
OF
CYSTERN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be Cystern, Inc. The street address of the initial principal office of the Corporation shall be 2955 Manchester Avenue, Cardiff by the Sea, California 92007.

ARTICLE II

Shares

The Corporation is authorized to issue 1,000 shares of Common Stock, \$.01 par value.

ARTICLE III

Incorporator

The name and address of the incorporator of the Corporation is Crag Gottlieb, 2955 Manchester Avenue, Cardiff by the Sea, California 92007.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation shall be 5200 South Washington Avenue, Titusville, FL 32780. The name of the initial registered agent of the Corporation at that address shall be James Neal Hutchinson, Jr.

ARTICLE V

Initial Directors

The name and address of the initial member of the Board of Directors of the Corporation is Craig Gottlieb, 2955 Manchester Avenue, Cardiff by the Sea, California 92007.

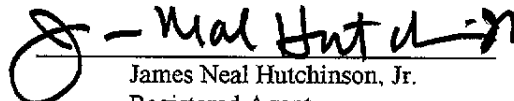
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of November, 1997.


CRAIG A. GOTTLIEB, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for System, Inc., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 31st day of October, 1997.


James Neal Hutchinson, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA