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William H. Lally, P.A.
Attorney at Law

6160 ARLINGTON EXPRESSWAY
JACKSONVILLE, FLORIDA 32211

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 20, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Matthews & Matthews Reverse Engineering, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Acceptance of Designation as Registered Agent for the above corporation along with my check in the amount of \$122.50 for fees and costs.

Please return a certified copy of the Articles of Incorporation to me at my address above at your earliest convenience.

Sincerely,

Martha F. Lally

Martha F. Lally
Legal Assistant

mfl:
Enclosures

NOV 25 1997
P. Hall

ARTICLES OF INCORPORATION

OF

MATTHEWS & MATTHEWS REVERSE ENGINEERING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of this corporation shall be: MATTHEWS & MATTHEWS REVERSE ENGINEERING, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (\$500.00) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is P.O. Box 600171, Jacksonville, FL 32260. The Stockholders may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE VII

This corporation shall have no directors and all the affairs of the corporation shall be transacted by the Stockholders thereof.

ARTICLE VIII

The name and post office address of the Subscriber of these Articles of Incorporation (the sum of the consideration shall not be less than the amount of capital specified in Article IV), is:

David R. Matthews
14373 Falan Court
Jacksonville, FL 32223

ARTICLE IX

The Registered Agent for service of process for this corporation is W. K. Lally, 6160
Arlington Expressway, Jacksonville, FL 32211.

IN WITNESS WHEREOF, I, the undersigned Subscriber of these Articles of Incorporation, have hereunto set my hand and seal this 20th day of November, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the office of the Secretary

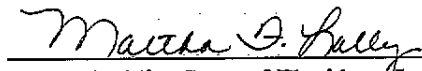
of State of Florida, this certificate of incorporation and certify that the facts therein contained are true.

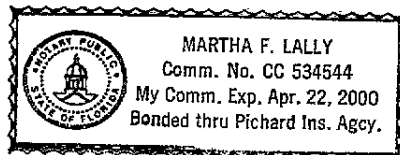

DAVID R. MATTHEWS

STATE OF FLORIDA }
COUNTY OF DUVAL }

BEFORE ME, the undersigned authority, personally appeared DAVID R. MATTHEWS, who, being first duly sworn and by me well known to be the individual described in and who executed the foregoing Articles of Incorporation, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of November, 1997.


Notary Public, State of Florida at Large.



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF FILED

MATTHEWS & MATTHEWS REVERSE ENGINEERING, INC. NOV 24 PM 2:19

*SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMES NOW W. K. LALLY, and accepts the designation as Registered Agent for MATTHEWS & MATTHEWS REVERSE ENGINEERING, INC., and would show that his office and street address as Registered Agent are:

6160 Arlington Expressway
Jacksonville, FL 32211

W. K. Lally
W. K. LALLY

STATE OF FLORIDA }
COUNTY OF DUVAL }

BEFORE ME, the undersigned authority, personally appeared W. K. LALLY, who being first duly sworn by me and to me well known to be the individual described in and who executed the foregoing, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of November, 1997.


Notary Public, State of Florida at Large



MY COMMISSION # CC366874 EXPIRES
May 31, 1998
BONDED THRU TROY FAIR INSURANCE, INC.