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December 9, 1997

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****122.50 ****122.50

Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Name of Corporation- VERSITEC P.B., Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy, together with a check in the amount of \$122.50 (112.50 for incorporation and 10.00 for certified copy of same). Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,

Doak S. Campbell, III
Doak S. Campbell, III

DSC/jl
encl.

Doak

GAVE

AUTHORIZATION BY PHONE TO

CORRECT *art. 1 + certified*

DATE *12/16/97*

DOC. EXAM *111*

FILED
97 DEC 15 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/16/97 - um

ARTICLES OF INCORPORATION

OF

VERSITEC P.B., INC.

**Article I
Name**

The name of the corporation is Versitec P.B., Inc.

**Article II
Duration**

This corporation shall have perpetual existence.

**Article III
Purpose**

This corporation is organized for the purpose of conducting any and all lawful business.

**Article IV
Capital Stock**

This corporation is authorized to issue 500 shares of stock at One Dollar (\$1.00) par value common stock.

**Article V
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 202 Grove Way, Delray Beach, Florida 33444 and the name of the initial registered agent of this corporation at the address is Louis M. Moyroud.

**Article VI
Principal Office and Mailing Address**

The principal office and mailing address of the corporation is 202 Grove Way, Delray Beach, Florida 33444.

**Article VII
Initial Board of Directors**

This corporation shall have five (5) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial director of this corporation is:

Name	Address
Richard L. Moyroud	202 Grove Way, Delray Beach, Florida, 33444
Louis M. Moyroud	202 Grove Way. Delray Beach Florida, 33444
Marie T. Moyroud	202 Grove Way, Delray Beach Florida, 33444
Patrick J. Moyroud	647 Frederick Street, San San Francisco, CA 94117
Christian J. Moyroud	240 Turnip Field Road, North Easthaan, MA 02651

Article VIII Incorporator

The name and address of the person signing these Articles is:

Name Louis M. Moyroud	Address 202 Grove Way Delray Beach, FL 33444
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Article IX Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII Indemnification

This corporation shall, to the fullest extent permitted by

the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.


Article XIII Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIV Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of December, 1997.



Louis M. Moyroud
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Louis M. Moyroud, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 th day of December, 1997.

(SEAL)



Notary Public
My Commission Expires:



Doak S. Campbell, III
MY COMMISSION # CC655375 EXPIRES
June 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED

P.B.,

FIRST--THAT VERSITEC/ INC., DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF DELRAY BEACH, STATE OF FLORIDA, NAMED LOUIS M.
MOYROUD OF VERSITEC P.B., ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

Inc.

SIGNATURE Louis M. Moyroud
TITLE INCORPORATOR / D.R.
DATE Dec 10, 1957

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE Louis M. Moyroud
DATE Dec 10, 1957

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA