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December 16, 1997

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OVERNIGHT COURIER

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

or by U.S. Mail at:

P.O. Box 6327  
Tallahassee, FL 32314

Re: Accris Corporation

Dear Sir/Madam:

Enclosed are Articles of Incorporation and Certificate Designating Registered Agent for filing with the Secretary of State, along with a check in the amount of \$70 to cover the filing fee.

Please return the filed documents to the undersigned. Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

Gail Heidenreich  
Legal Assistant

gh  
Enclosures  
cc: Jay R. Faeges, Esq.

Mr. Jeffrey Kline  
2930 NW 29th Ave.  
Boca Raton, FL 33434-6034

FILED  
97 DEC 19 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97/12/22/97

**ARTICLES OF INCORPORATION**  
**OF**  
**ACCRIS CORPORATION**

**FILED**  
**97 DEC 19 AM 8:32**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Name**

The name of the corporation is ACCRIS Corporation. The principal address of the corporation is 21218 St. Andrews Blvd., Suite 323, Boca Raton, Florida 33433.

**ARTICLE II**  
**Duration**

This corporation shall have a perpetual existence.

**ARTICLE III**  
**Purpose**

This corporation is formed to engage in any and all lawful purposes which a corporation may be formed under Florida law.

**ARTICLE IV**  
**Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of common stock at one cent (\$.01) par value. The holders of shares of common stock shall be entitled to one vote for each such share of stock upon all matters presented to the shareholders.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 21218 St. Andrews Blvd., Suite 323, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation is Jeffrey A. Kline, whose business office is identical to that of the Registered Office.

**ARTICLE VI**  
**Initial Board of Directors**

This corporation shall have one (1) 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). The name and address of the initial director of this corporation are:

Jeffrey A. Kline  
21218 St. Andrews Blvd., Suite 323  
Boca Raton, FL 33433

**ARTICLE VII**  
**Incorporators**

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

2700 Erieview Corp.  
by Jay R. Faeges, Assistant Secretary  
100 Erieview Plaza, 27th Floor  
Cleveland, Ohio 44114

**ARTICLE VIII**  
**Powers**

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

**ARTICLE IX**  
**Indemnification**

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses of liabilities incurred in defending a civil or criminal proceeding, or other matters

referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amount paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her 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, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### **ARTICLE X 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 XI 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 that 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 12<sup>th</sup> day of December, 1997.

2700 Erieview Corp., Incorporator

By:

  
Jay R. Faeges, Assistant Secretary

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

In compliance with Florida statutes, Section 48.091, ACCRIS Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 21218 St. Andrews Blvd., Suite 323, Boca Raton, Florida, named Jeffrey A. Kline, located at 21218 St. Andrews Blvd., Suite 323, Boca Raton, Florida, as its agent to accept service of process within Florida.

2700 ERIEVIEW CORP., INCORPORATOR

BY:

  
Jay R. Faeges, Assistant Secretary

Date: December 12, 1997

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.

  
Jeffrey A. Kline,  
REGISTERED AGENT

Date: 12-16-97

FILED  
97 DEC 19 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA