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RAE FRANKS, ESQUIRE, P.A.
700 North Olive Avenue
West Palm Beach, Florida 33401
(561) 820-9177 Fax: (561) 820-9607

December 19, 1997

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-12/22/97--01113--018
****122.50 ****122.50

State of Florida
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-1-98

Re: WUERTHNER COMPUTER SERVICES, INC.
Our File No.: 97-1841

Dear Sir/Madam:

Enclosed herein please find the original and two (2) copies of the Articles of Incorporation and original and two copies of the Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, along with a check for \$122.50 for the above-referenced corporation.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



RAE FRANKS, ESQUIRE

RF/Jgl
Enclosures

cc: Wuerthner Computer Services
(With Enclosures)

\CORP.LTR

FILED
97 DEC 22 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 12/23/97

EFFECTIVE DATE
1-1-98

ARTICLES OF INCORPORATION OF

FILED

WUERTHNER COMPUTER SERVICES, INC.
ARTICLE I - NAME

97 DEC 22 PM 3: 28

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The name of the Corporation is WUERTHNER COMPUTER SERVICES, INC.

ARTICLE II - COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on January 1, 1998, or upon the date of filing of these Articles of Incorporation, whichever is later, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

This Corporation is formed to engage in any and every lawful business purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) par value non-assessable stock.

ARTICLE V - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than two (2) Directors in accordance with By-Laws. The name and address of the initial Directors of this Corporation are:

JOHN LYERLY - President
1065 Raintree Lane
Palm Beach Gardens, Florida 33410

EVELYN LYERLY - Vice President
1065 Raintree Lane
Palm Beach Gardens, Florida 33410

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation is 1065 Raintree Lane, Palm Beach Gardens, Florida 33410. The name of the initial Registered Agent of this Corporation is John Lyerly at the same

33410. The name of the initial Registered Agent of this Corporation is John Lyerly at the same address..

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is the same as the registered office.

ARTICLE IX - INCORPORATORS/SUBSCRIBERS


The name of the person signing these Articles of Incorporation is:

John Lyerly

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any person as recited in Florida Statute 607.014 to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 8th day of December 1997.

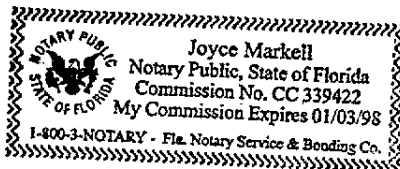

JOHN LYERLY

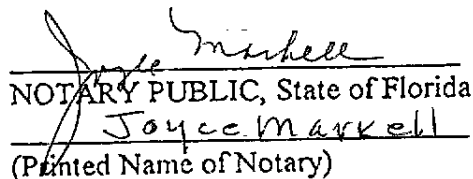
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared JOHN LYERLY, personally known to me, who, after being duly sworn, acknowledged that the foregoing Articles of Incorporation were executed for the purposes therein expressed. The following identification was produced: _____

Florida Drivers License

WITNESS my hand and seal this 8th day of December 1997.




NOTARY PUBLIC, State of Florida
Joyce Markell
(Printed Name of Notary)

My Commission Expires: _____

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

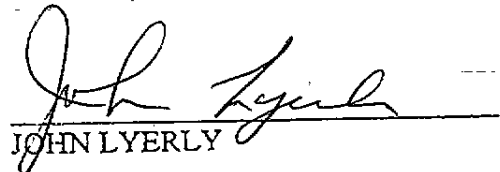
STATE OF FLORIDA
COUNTY OF PALM BEACH

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

That WUERTHNER COMPUTER SERVICES, ^{INC.} desiring to organize under the laws of the
State of Florida, has named John Lyerly, 1065 Raintree Lane, Palm Beach Gardens, Florida 33410
as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place
designated in this certificate, I hereby accept to act to this capacity, and agree to comply with the
provisions of said act relative to keeping open said office.

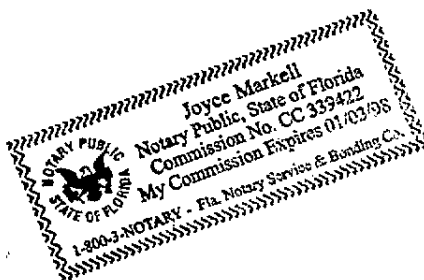

JOHN LYERLY

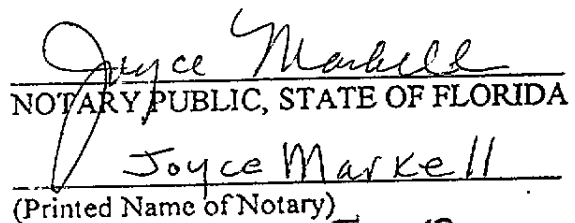
DATE: 12/8/97

BEFORE ME, a Notary Public, personally appeared JOHN LYERLY who is personally
known to me, who, after being duly sworn, acknowledged that he executed the foregoing Certificate
for the purposes therein expressed. The following identification was produced:

Florida Drivers License

WITNESS my hand and seal this 8th day of December 1997.




NOTARY PUBLIC, STATE OF FLORIDA
Joyce Markell
(Printed Name of Notary)

My Commission Expires:

97 DEC 22 PM 3:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA