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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: GRAY, HARRIS & ROBINSON, P.A.
075154001651

ACCT#:

CONTACT: KIM M DEXTER
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FAX #:

NAME: EDI WEB SYSTEMS, INC.

AUDIT NUMBER.....H97000021401

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Donald A. Nohrr, Esq.
Florida Bar No. 0058930
P.O. Box 1870
Melbourne, FL 32902
(407) 727-8100

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CLERK OF STATE
TALLAHASSEE, FLORIDA

12/31/97

ARTICLES OF INCORPORATION

OF

EDI Web Systems, Inc.

ARTICLE I - NAME

The name of this corporation is EDI Web Systems, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which

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he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 West Hibiscus Blvd., Suite 138, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is Donald A. Nohrr.

ARTICLE VIII - 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 By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Duane Schneider | 2900 Smith Road Melbourne, FL 32935 |

ARTICLE IX - INCORPORATORS

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

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Duane Schneider | 2900 Smith Road Melbourne, FL 32935 |

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - 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 shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 2900 Smith Road, Melbourne, Florida, 32935.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of December, 1997.


DUANE SCHNEIDER, INCORPORATOR

Fax Audit No. H97000021401

STATE OF FLORIDA :

COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DUANE SCHNEIDER, who is personally known to me (or who has produced _____ as identification and who did (did not) take an oath) and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of December, 1997.

My Commission Expires:



KIM MARIE DEXTER
MY COMMISSION # 00477452 EXPIRES
July 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Kim Marie Dexter
NOTARY PUBLIC
State of Florida at Large

Kim MARIE Dexter
Printed Name

Commission No. _____

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Fax Audit No. H97000021401

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that EDI Web Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Donald A. Nohrr, located at 1800 W. Hibiscus Boulevard, Suite 138, Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DONALD A. NOHRR

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TALLAHASSEE, FLORIDA