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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

December 31, 1997

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32302

900002387139--6
-12/31/97-01045-010
****122.50 ****122.50

Re: COTELL FLORIDA ACQUISITION CORPORATION

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation for the above-referenced corporation. A check for \$122.50 to cover the filing fee and certified copy charge is enclosed.

If you will contact my office as soon as this document is ready, I will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,

Robert A. Pierce
Robert A. Pierce

RAP/ss
Enclosures

Rmc
12/31/97

FILED
97 DEC 31 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 31 PM 4:44
DIVISION OF CORPORATIONS

FILED

ARTICLES OF INCORPORATION

97 DEC 31 PM 2:32

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COTELL FLORIDA ACQUISITION CORPORATION

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I.

Name and Principal Office

The name of this Corporation shall be **COTELL FLORIDA ACQUISITION CORPORATION**. The principal place of business and mailing address of this Corporation is 1311-A Paul Russell Road, Suite 102, Tallahassee, Florida 32301.

ARTICLE II.

Nature of Business

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.

Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation is Robert A. Pierce, 227 South Calhoun Street, Tallahassee, Florida 32301.

**ARTICLE VI.
Effective Date and Term of Corporate Existence**

This effective date of the incorporation of this Corporation shall be January 1, 1998 and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

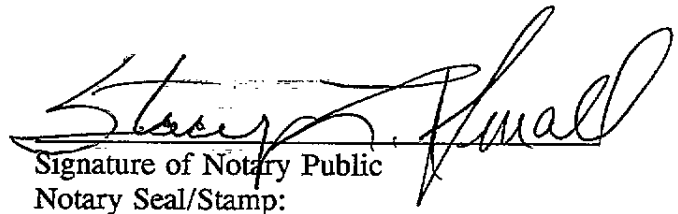
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 31st day of December, 1997.



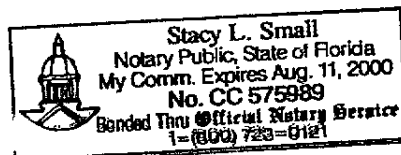
Robert A. Pierce
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by Robert A. Pierce, who is personally known to me and who did not take an oath.



Signature of Notary Public
Notary Seal/Stamp:



FILED

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

97 DEC 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

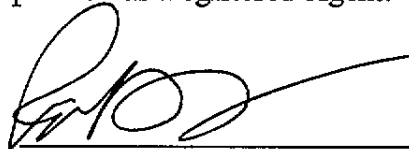
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

COTELL FLORIDA ACQUISITION CORPORATION, desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent.



Robert A. Pierce
Incorporator
Date: December 31, 1997

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Robert A. Pierce
Registered Agent
Date: December 31, 1997