

P98000003632
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Carben Data Systems, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50 X \$131.25
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate
ADDITIONAL COPY REQUIRED

FROM: Carl H. Bengston
Name (Printed or typed)

8726 Palencia Court
Address

Tallahassee, FL 32311
City, State & Zip

850-488-5813
Daytime Telephone number

700002398697-2
-01/13/98-01069-031
****131.25 ****131.25

NOTE: Please provide the original and one copy of the articles.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 13 PM 1:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

Jan-13-98

**ARTICLES OF INCORPORATION
OF
CARBEN DATA SYSTEMS, Inc.
A CLOSE CORPORATION**

FILED
98 JAN 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the incorporator for the purpose of forming a for-profit close corporation under the Florida Business Corporation Act, as follows:

ARTICLE I

The name of the corporation is:

Carben Data Systems, Inc.

ARTICLE II

The principal place of business and mailing address of the corporation is:
8726 Palencia Court, Tallahassee, FL 32311

ARTICLE III

The total authorized capital stock is:

Common shares: 50,000 shares at a Par Value of \$1.00 per share.
No shares issued without par value.

ARTICLE IV

The address of the initial registered office is: 8726 Palencia Court, Tallahassee, Florida 32311. The mailing address of the initial registered office is the same as the above.
The name of the initial resident agent at the registered office is: Carl H. Bengston.

ARTICLE V

The name and address of the incorporator is as follows:
Carl H. Bengston 8726 Palencia Court, Tallahassee, FL 32311

ARTICLE VI

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the laws of the State of Florida. The purposes for which Carben Data Systems, Inc. is organized are:

To purchase existing businesses of a wholesale, retail, or service nature; to found new businesses of a wholesale, retail or service nature; to acquire, manage and/or develop real estate; to acquire any and all personality incidental to these purposes.

ARTICLE VII

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders or class of shareholders and also on this corporation.

ARTICLE VII

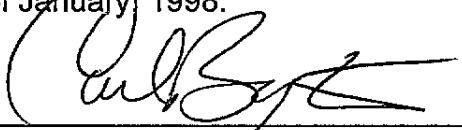
All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

ARTICLE VIII

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned, the incorporator of the above-named corporation, has hereunto signed these Articles of Incorporation on this 12th day of January, 1998.

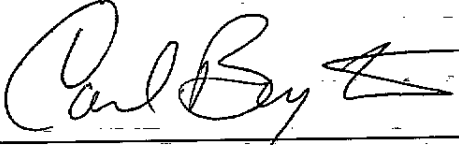


Carl H. Bengston

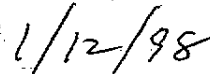
1/12/98

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent



Date

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TALLAHASSEE, FLORIDA