

JAN-13-98 TUE 03:37 PM EDWARDS ANGELL

FAX NO. 5616558719

P. 01/05

1/13/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

P98000003858

((H98000000789 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EDWARDS & ANGELL

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

EFFECTIVE DATE
1-9-98

ACCT#: 075410001517

FAX #: (561)655-8719

NAME: HIGHTOUCH TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000000789

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

5
FILED
98 JAN 13 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB JAN 14 1998

F. CHESSEB JAN 14 1998

JAN-13-98 TUE 03:37 PM EDWARDS ANGELL
FAX AUDIT #H98000000789

FAX NO. 5616558719

P. 02/05

FILED
98 JAN 13 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HIGHTOUCH TECHNOLOGIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be HighTouch Technologies, Inc. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the Corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The principal street address of the Corporation is 111 2nd Avenue N.E., Suite 500, St. Petersburg, Florida 33701 and the mailing address of the Corporation is 111 2nd Avenue N.E., Suite 500, St. Petersburg, Florida 33701.

The street address of the initial registered office of the Corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the Corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

The Corporation is to exist perpetually.

CLAUDIA S. AMLIE
FLORIDA BAR 0028400
EDWARDS & ANGELL
250 ROYAL PALM WAY, STE. 300
PALM BEACH FL 33480
561-833-7700

FAX AUDIT #H98000000789

ARTICLE VI. DIRECTORS

The Corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

William D. Lovell
17099 Gulf Pine Circle
Wellington, Florida 33414

Jared Hechtkopf
111 2nd Avenue N.E.
Suite 500
St. Petersburg, Florida 33701

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A. above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A. above.

C. The indemnification provided by paragraph A. above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of shareholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A. and B. above shall continue as to a person who has ceased to hold a position named in paragraph A. above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A. above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

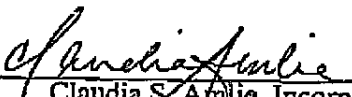
The name and address of the incorporator to these Articles of Incorporation are:

Claudia S. Amlie
c/o Edwards & Angell
250 Royal Palm Way
Suite 300
Palm Beach, Florida 33480

ARTICLE X. EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective as of the 9th day of January, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 13th day of January, 1998.



Claudia S. Amlie, Incorporator

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

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

HighTouch Technologies, Inc., desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the Articles of Incorporation, in the
Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell
Corporate Services, Inc., located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida
33480, 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 Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 13th day of January, 1998.

ANGELL CORPORATE SERVICES, INC.

By: 
Jonathan E. Cole,

Its: President

FILED
98 JAN 13 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA