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ACCOUNT NO. : 072100000032

REFERENCE : 716918 6458A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : February 23, 1998

ORDER TIME : 8:56 AM

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ORDER NO. : 716918-005

CUSTOMER NO: 6458A

CUSTOMER: Scott G. Wallace, Esq
BOGIN MUNNS & MUNNS

P. O. Box 2807

Orlando, FL 32802

DOMESTIC FILING

NAME: GRAPHX ENGINEERING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 AM 11:50

JP
2/24/98
RECEIVED
98 FEB 24 AM 9:56
DIVISION OF CORPORATIONS

EFFECTIVE DATE

2/19/98

ARTICLES OF INCORPORATION

OF

GraphX Engineering, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 AM 11:50

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

NAME

The name of this Corporation shall be GraphX Engineering, Inc.

ARTICLE II.

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence upon the 19th day of February, 1998, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.

CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
3,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at Rialto Place Office Tower, 100 - Rialto Place, Suite 700, Melbourne, Florida 32901.

**ARTICLE VI.
MAILING ADDRESS**

The mailing address of this corporation shall be: Rialto Place Office Tower, 100 - Rialto Place, Suite 700, Melbourne, Florida 32901.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 250 North Orange Avenue, Eleventh Floor, Orlando, Florida 32801, and the initial registered agent of the Corporation at that address shall be Scott G. Wallace. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

JOHN T. WALTER
100 - Rialto Place, Suite 700
Melbourne, Florida 32901

JOHN J. WALTER
100 - Rialto Place, Suite 700
Melbourne, Florida 32901

CATHERINE B. WALTER
100 - Rialto Place, Suite 700
Melbourne, Florida 32901

Directors may be removed with or without cause.

**ARTICLE IX.
INCORPORATOR**

The name and street address of the person signing these Articles as Incorporator are:

CATHERINE B. WALTER
100 - Rialto Place, Suite 700
Melbourne, Florida 32901

**ARTICLE X.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE XI.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XII.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XIII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**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.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal this 19th day of February, 1998.



CATHERINE B. WALTER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

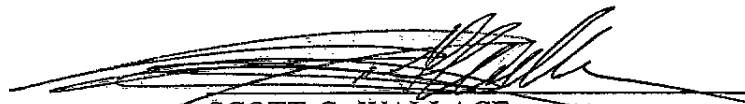
In compliance with Section 48.091, Florida Statutes, the following is submitted:

GraphX Engineering, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 250 North Orange Avenue, Eleventh Floor, Orlando, Florida 32801, has named and designated SCOTT G. WALLACE as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of FEBRUARY, 1998.


SCOTT G. WALLACE
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 AM 11:50