

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000022009

IRMS Merger Corp.

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*****70.00 *****70.00

- ✓ Art of Inc. File Photo
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ✓ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

FILED
98 MAR -9 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR -9 AM 10:02
DIVISION OF CORPORATION

3-9-98

Signature _____

Requested by: CD

Name _____

Date 3/9/98

Time 11:00

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

IRMS MERGER CORP.

a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is IRMS Merger Corp., a Florida corporation.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue One Hundred (100) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103 and the name of its initial Registered Agent at such address is Paul K. Heuerman. The principal office of the Corporation is located at 3200 Bailey Lane, Suite 105, Naples, Florida 34105.

ARTICLE VI

The Corporation shall have one (1) Director. The initial Board of Directors of the Corporation, who shall hold office until the initial meeting of Shareholders of the Company, shall be comprised of one (1) Director whose name and address is:

George C. Schmelzle

3200 Bailey Lane, Suite 105

Naples, Florida 34105

ARTICLE VII

The name and address of the incorporator is:

Paul K. Heuerman, Esq.
Roetzel & Address, L.P.A.
850 Park Shore Drive
Trianon Center, 3rd Floor
Naples, Florida 33940

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of shareholders of the Corporation holding more than fifty percent (50%) of the shares of the Corporation entitled to vote.

ARTICLE IX

The powers of the Corporation shall be as follows:

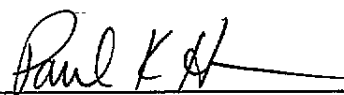
3. To engage in any activity or business authorized under the Florida Business Corporations Act or Florida Statutes.
4. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
5. To enter into and make all necessary contracts for its business with any person,

entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign government or governmental authority, or any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
8. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 4th day of ^{March}~~February~~, 1998.

INCORPORATOR:



Paul K. Heuerman

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 4th day of ~~February~~ ^{MARCH}, 1998
by Paul K. Heuerman, Esquire, who is personally known to me.

(SEAL)



Diane L. Komoroski
NOTARY PUBLIC

Name: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties.



Paul K. Heuerman

Date: 3/4/98

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98 MAR -9 PM 3.23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA