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FLORIDA DIVISION OF CORPORATIONS

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103727002525

ACCT#:

CONTACT: JANIS ELDRIDGE

PHONE: (904)630-5384

FAX #:

(904)353-1673

NAME: WEBCARA CONSULTING GROUP, INC.

AUDIT NUMBER.....H98000005992

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 98 MAR 27 PM 3:54  
OF  
WEBCARA CONSULTING GROUP, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Webcara Consulting Group, Inc.

ARTICLE II - ADDRESS

The address of the principal office is 1217 Northwood Road, Jacksonville, Florida 32207 and the mailing address of this Corporation is Post Office Box 24381, Jacksonville, Florida 32241-4381.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue One Million (1,000,000) shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Michael B. Kirwan.

Prepared By:  
Michael B. Kirwan, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
(904) 354-8000  
Bar No. 765244

ARTICLE V - INCORPORATOR

The name and address of the incorporator is Michael B. Kirwan, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

ARTICLE VI - LIMITATION OF LIABILITY

To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of this Corporation shall not be liable to this Corporation or its shareholders for any monetary damages.


ARTICLE VII - INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Florida Business Corporation Act. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act. This Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership,

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LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
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joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether, or not this Corporation would have power to indemnify him or her against such liability.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of March, 1998.



Michael B. Kirwan  
Incorporator

Prepared By:  
Michael B. Kirwan, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
(904) 354-8000  
Bar No. 765244

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

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

That Webcara Consulting Group, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Michael B. Kirwan located 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Michael B. Kirwan  
Michael B. Kirwan  
Incorporator  
3/27/98  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Michael B. Kirwan hereby agrees to act in this capacity, and Michael B. Kirwan further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Michael B. Kirwan  
Michael B. Kirwan  
3/27/98  
Date

JK120340.1

Prepared By:  
Michael B. Kirwan, Esq.  
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