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Bryan M. Valentine  
Post Office Box 3201  
Pinellas Park, Florida 33780-3201  
800-274-0498

June 24, 2998

100002572321--3  
-06/25/98--01051--012  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: New Filings  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

In Re: New Filing of Articles of Incorporation for Systems X, Inc.

Dear Gentlemen:

Enclosed please find the Articles of Incorporation for Systems X, Inc. and my check for the filing fee of \$122.50. I am requesting a certified copy be returned to me as soon as possible. Per my conversation with your representative today I have enclosed a return Fed Ex Airbill to be billed to my credit card.

I appreciate your cooperation with this matter. Should you have any questions or concerns, please feel free to call me anytime at 800-274-0498. Again, thank you.

Respectfully,

Bryan M. Valentine

EFFECTIVE DATE

6-19-98

Called 6/29/98 Bryan  
gave auth by phone to correct  
art. V → 2181 Paddock Cir.  
Dunedin, FL 34698

Dmc  
6/29/98  
14716  
TS

FILED  
98 JUN 25 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF SYSTEMS X, INC.**

**FILED**

98 JUN 25 PM 12:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES I - Name**

The name of the corporation is:  
Systems X, Inc.

**EFFECTIVE DATE**

6-19-98

**ARTICLE II - Existence**

This corporation shall commence existence on the date of execution and acknowledgment of these Articles, or 5 days prior to receipt.

**ARTICLE III - Purpose**

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

**ARTICLE IV - Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock, each having a par value of \$1.00.

**ARTICLE V - Initial Registered Office, agent, and Principal Office.**

The street address of the initial registered Office and Agent is:

2181 Paddock Circle  
Dunedin, Florida 34698

and the name of the initial agent of this corporation at that address is:

Bryan Valentine.

The mailing address shall be P.O. Box 3201, Pinellas Park, Florida 33780-3201.

**ARTICLE VI - Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the by-law's but there shall always be at least one director. The name and address of the initial directors of this corporation is:

Bryan Valentine, Vice President & Secretary  
Keith Barbour, President & Secretary  
P.O. Box 3201  
Pinellas Park, FL 33780-3201

**ARTICLE VII - Incorporated**

The name and address of the person signing these Articles Of Incorporation is:

Bryan Valentine, Vice President  
P.O. Box 3201  
Pinellas Park, FL 33780-3201

**ARTICLE VIII - By-Law's**

The power to adopt, alter, amend or repeal by-law's of this corporation shall be vested in either the board of Directors or the shareholders; provided, however, the Board of Directors may or may not alter, amend or repeal any by-law's adopted by the shareholders if the shareholders specifically provide that the by-law's is not subject to alteration, amendment or repeal by the Board of Directors.

**ARTICLE IX - Indemnification**

This corporation shall indemnify any officer or director, or any officer or director, to the full extent permitted by law.

WITNESS by hand and seal at Pinellas Park, Florida, on this 19th day of June, 1998.

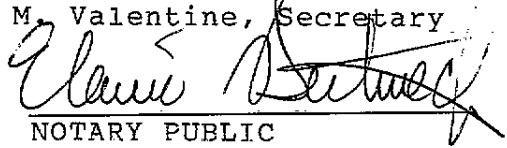
  
Bryan Valentine, Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this the 19th day of June, 1998.



ELAINE HERTWECK by Bryan M. Valentine, Secretary  
COMMISSION # CC 704943  
EXPIRES DEC 28, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.  
  
NOTARY PUBLIC

**ACCEPTANCE**

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

  
Keith Barbour, President

  
Bryan Valentine, Vice President /Registered Agent