

FD980000063629
DIVISION OF CORPORATIONS
D.W. MCKINNON, DIVISION DIRECTOR
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF NEW BUSINESS

GENTLEMEN:

500002590405--8
-07/16/98--01024--0013
****122.50 ****122.50

ENCLOSED ARE (1) ARTICLES OF INCORPORATION, (2) CERTIFICATE
DESIGNATING PLACE OF BUSINESS, AND (3) CHECK IN PAYMENT OF
INCORPORATION FEES AS FOLLOWS:

\$35.00 - FILING FEE
52.50 - CHARTER TAX (MINIMUM)
35.00 - CERTIFICATE DESIGNATING REGISTERED
AGENT

122.50 TOTAL CHECK

PLEASE RETURN THE CERTIFIED COPY OF THESE ARTICLES OF
INCORPORATION TO OUR OFFICE AT:

OPPORTUNITY SYSTEMS 21, INC.
203 MONTEREY DRIVE
NAPLES, FL. 34119

SINCERELY,

Patricia Fitzpatrick
PATRICIA FITZPATRICK

FILED
98 JUL 16 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5
JUL 20 1998

ARTICLES OF INCORPORATION
OF
OPPORTUNITY SYSTEMS 21, INC.

The undersigned subscriber to these Articles of Incorporation, Patricia Fitzpatrick, PM 2:37
being a natural person competent to contract, hereby acknowledges and files these ARTICLES
OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order
to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is Opportunity Systems 21, Inc. The principal office
and mailing address of the corporation is 203 Monterey Drive, Naples, Florida 34119.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these
articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which
shall be designated "common shares." The stock of the Corporation is intended to qualify
under the requirements of Section 1244 of the Internal Revenue Code and all regulations
issued thereunder. Such actions as are necessary will be taken by the officers of this
Corporation in order to qualify under Section 1244. This Corporation is being capitalized and
its stock is being issued to comply with the aforementioned section of the Internal Revenue
Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 203 Monterey Drive, Naples, Florida 34119, and the name of the initial registered agent of the Corporation at that address is Patricia Fitzpatrick. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**Patricia Fitzpatrick
203 Monterey Drive
Naples, Florida 34119**

ARTICLE VIII

INCORPORATORS

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

**Patricia Fitzpatrick
203 Monterey Drive
Naples, Florida 34119**

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this ____ day of _____, 1998.

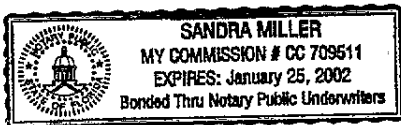


Patricia Fitzpatrick

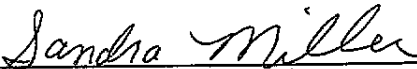
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Patricia Fitzpatrick, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of July, 1998.



(SEAL)



NOTARY PUBLIC *Sandra Miller*
State of Florida at Large

My commission expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Opportunity Systems 21, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named Patricia Fitzpatrick located at 203 Monterey Drive Naples, Florida 34119, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Patricia Fitzpatrick

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA