

ACCOUNT NO. : 07210000032

REFERENCE :

.939337

AUTHORIZATION:

COST LIMIT : \$ 122.50

OMPANY

ORDER DATE: August 25, 1998

ORDER TIME : 11:51 AM

ORDER NO. : 939337-005

CUSTOMER NO:

4656E

CUSTOMER: Michele J. Turton, Legal Asst

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL

Suite 2050

111 North Orange Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME:

ACQUISITION PARTNERS II, INC.

EFFECTIVE DATE:

700002624797---6

XX ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

__ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

167-2555





DIVISION OF CORPORATIONS
98 AUG 25 AM 11:51

FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 31, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301 Please sive coginal submission research

SUBJECT: ACQUISITION PARTNERS II, INC.

Ref. Number: W98000019469

We have received your document for ACQUISITION PARTNERS II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 298A00044764

98 SEP -1 AM 8: 50



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 26, 1998

RESUBMIT

Please give original submission date as file date.

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: ACQUISITION PARTNERS II, INC.

Ref. Number: W98000019469

We have received your document for ACQUISITION PARTNERS II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

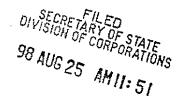
If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 598A00044174

98 AUG 28 PM 2: 45

ARTICLES OF INCORPORATION OF ACQUISITION PARTNERS II, INC.



ARTICLE I - NAME

The name of this corporation is ACQUISITION PARTNERS II, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607. The initial mailing address of the corporation is 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having a par value of \$.0001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607, and the initial registered agent of the corporation at that address is Riverson S. Leonard.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>

Address

Alexander F. Hern

3001 N. Rocky Point Drive East

Suite 200

Tampa, FL 33607

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this undersigned does hereby execute the execut

3**∦**: __{

Alexander F. Hern

Incorporator

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Acquisition Partners II, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3001 N. Rocky Point Drive East, Suite 200, Tampa, Florida 33067, has named Riverson S. Leonard as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 4/18 ,1998

Riverson S. Leonard, Registered Agent