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September 4, 1998

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

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-09/11/98-01065-009
****131.25 ****131.25

RE: Articles of Incorporation

To whom it may concern,

Enclosed, please find the Articles of Incorporation for the purpose of approval of the Secretary of State.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

Filing Fee	\$ 35.00
Registered Agent	\$ 35.00
Certified Copy	\$ 52.50
Certificate	\$ 8.75
Total	<u>\$131.25</u>

FILED
98 SEP 11 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Steven S. Allen
Titan Data Systems, Inc.
403 Magnolia Drive
Clearwater, FL 33756
(727) 441-8228

File: ART_FILE.DOC

TA - 9/16/98

ARTICLES OF INCORPORATION
FOR
TITAN DATA SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation shall be TITAN DATA SYSTEMS, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 403 Magnolia Drive, Clearwater, Florida 33756.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office is Kiely M. Allen, 403 Magnolia Drive, Clearwater, Florida 33756.

ARTICLE V.

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Steven S. Allen, 403 Magnolia Drive, Clearwater, Florida 33756
Kiely M. Allen, 403 Magnolia Drive, Clearwater, Florida 33756

ARTICLE VI.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VII.

BOARD or DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Steven S. Allen, 403 Magnolia Drive, Clearwater, Florida 33756
Kiely M. Allen, 403 Magnolia Drive, Clearwater, Florida 33756

ARTICLE VIII.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX.

BYLAWS

The Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

ARTICLE XII.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

- A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates.
- B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates
- C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation.
- D. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

The foregoing Articles of Incorporation have been adopted by unanimous written action of the directors and the shareholders of the Corporation which is sufficient to approve these Articles of Incorporation on behalf of the Corporation this 4th day of September, 1998.

TITAN DATA SYSTEMS, INC.

By: 

Steven S. Allen, President

TITAN DATA SYSTEMS, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for TITAN DATA SYSTEMS, INC., and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.
Dated this 4th day of September, 1998.

TITAN DATA SYSTEMS, INC.

By: 

Kiely M. Allen, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA