

P98000106134



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 1999

INTERNATIONAL MANAGEMENT SYSTEMS, INC.
5420 BAY CENTER DRIVE, SUITE 200
TAMPA, FL 33609

200002715752--6
-12/18/98-01049--004
****122.50 *****78.75

SUBJECT: INTERNATIONAL MANAGEMENT SYSTEMS, INC.
Ref. Number: P98000106134

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for INTERNATIONAL MANAGEMENT SYSTEMS, INC., document number P98000106134, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,
Lyn Turley-Shoffstall,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 999A00002438

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MANAGEMENT SYSTEMS, INC.

SECRET
DIVISION 6, CONFIDENTIAL
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ARTICLE I - NAME

The name of this Corporation is INTERNATIONAL MANAGEMENT SYSTEMS, INC.

ARTICLE II - PERPETUAL EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation shall have the power to do any act in business or commerce as is now or hereafter may be authorized under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 5420 Bay Center Drive, Suite 200, Tampa, Hillsborough County, Florida 33609, and the name of the initial registered agent of this Corporation is STEVEN L. PEARSON, whose address is 5420 Bay Center Drive, Suite 200, Tampa, Florida 33609.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock. Full preemptive rights granted to each party.

ARTICLE VI - INITIAL BOARD OF DIRECTORS OF CORPORATION

This Corporation shall be managed by its Board of Directors. The name and address of the initial Board of Directors are:

Steven L. Pearson
5420 Bay Center Drive, Suite 200
Tampa, Florida 33609

ARTICLE VII - INCORPORATORS

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

Steven L. Pearson, 5420 Bay Center Drive, Suite 200, Tampa,
Florida 33609.

ARTICLE VIII - EFFECTIVE DATE

The effective date of this corporation shall be January 4,
1999.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be
vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation on the 11th day of December, 1998.


STEVEN L. PEARSON

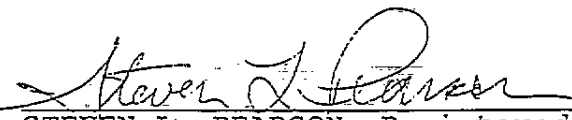
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that INTERNATIONAL MANAGEMENT SYSTEMS, INC. desires to organize or qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named STEVEN L. PEARSON, 5420 Bay Center Drive, Suite 200, Tampa, Florida 33609 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for 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.


STEVEN L. PEARSON, Registered
Agent

93 DEC 18 AM 7:52

STATE
OF
FLORIDA
CLERK
OF
SOLICITORS