

P99000003945

Robert Nielsen, Inc.
218-A East Eau Gallie Blvd. #34
Indian Harbour Beach, Florida 32937

January 1, 1999

Florida Dept. of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/11/99--01134--002
****122.50 ****78.75

Gentlemen:

RE: Articles of Incorporation

Enclosed please find the Articles of Incorporation for our new corporation, i.e., Robert Nielsen, Inc. which we are filing with your offices along with our check in the amount of \$122.50 (filing fee). Please affix your certification to our document, assign a document number and return same to my accountants, Self Wolske CPAs' P.A. in the stamped, self addressed envelope enclosed for your convenience.

If you have any questions regarding this new corporation, please contact Bill Wolske at 407-254-6100.

Sincerely,

Robert A. Nielsen

Robert A. Nielsen
President

FILED
99 JAN 11 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 14 1999
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ARTICLES OF INCORPORATION
OF
ROBERT NIELSEN, INC.

FILED
99 JAN 11 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is ROBERT NIELSEN, INC.

ARTICLE II

The corporation may engage in the performance of consultation and services related to computer systems engineering and integration, information exchange, process characterizaton, product marketing and support and goods trading to commercial entities and general public and any other activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of share which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 218-A East Eau Gallie Blvd., Indian Harbour Beach, Florida 32937. The name of the Corporation's initial registered agent is Robert A. Nielsen, whose address is, 218-A East Eau Gallie Blvd, Indian Harbour Beach, Florida 32937.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation are one (1). The name and street address of the initial director(s) of this Corporation are:

Name	Address
Robert A. Nielsen	218-A East Eau Gallie Blvd. Indian Harbour Beach, Florida

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The names and addresses of the incorporator(s) is:

Robert A. Nielsen, 218-A E. Eau Gallie Blvd., Indian Harbour Beach, Florida 32937

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Article of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Director(s) of this Corporation need not be a resident of the State of Florida, unless otherwise provided in the By-Laws of the Corporation. The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 1st day of January, 1999

X Robert A. Nielsen
Robert A. Nielsen
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Robert A. Nielsen, to me known to be the person described in and who executed the foregoing Articles of Incorporation of Robert A. Nielsen, Inc. and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1st day of January 1999,

Linda S. French
Notary Public

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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That Robert A. Nielsen, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 218-A East Eau Gallie Blvd., Indian Harbour Beach, Fl, appoints Robert A. Nielsen as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service for process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Robert A. Nielsen


CONSENT TO ACTION TAKEN
TO ORGANIZE THE CORPORATION BY THE DIRECTORS OF:

ROBERT NIELSEN, INC.

The undersigned being the shareholders named in the Articles of Incorporation hereby consent to and ratify the action taken to organize the corporation as hereafter stated:

ROBERT NIELSEN, INC.

The Articles of incorporation filed on January 1, 1999 with the Secretary of State of Florida were approved and inserted in the record book of the corporation.




Robert A. Nielsen
Shareholder

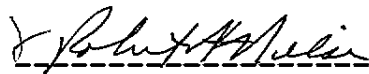
ACTION BY WRITTEN CONSENT OF INCORPORATOR OF :

ROBERT NIELSEN, INC.

The undersigned Incorporator, pursuant to Section 607.0205 of the Business Corporation Act, hereby consents to the election of the following person(s) as initial directors of the corporation. The initial director(s) shall serve on the board until the first annual meeting of shareholders held for the elections of directors, and until their successor(s) are elected and qualified. The director(s) by their signatures, consent to this election:

Name of Director	Signature	Address
Robert A. Nielsen -----	 -----	218-A E. Eau Gallie Blvd., Indian Harbour Beach, Florida 32937

Dated: January 1, 1999



Robert A. Nielsen
Signature/Incorporator

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA