

999000014681



ACCOUNT NO. : 072100000032

REFERENCE : 134806 7174329

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : February 15, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 134806-005

000002776130--3

CUSTOMER NO: 7174329

CUSTOMER: Mr. Ron Jackson
SYCOM SURGE PROTECTION, INC.
SYCOM SURGE PROTECTION, INC.
Suite 11
3734 131st Avenue N.
Clearwater, FL 33762

DOMESTIC FILING

NAME: THE MATTHEWS GROUP INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

J. 2/15/99

99 FEB 15 PM 3:11
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 5:18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 15 PM 5:19

ARTICLES OF INCORPORATION
OF
THE MATTHEWS GROUP INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE MATTHEWS GROUP INC.

The address of the principal office of this corporation shall be 7130 Orpine Drive North, St. Petersburg, Florida 33702, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 900 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|----------------------------|---|
| Mark S. Tucker Dir. | 7130 Orpine Drive North, St. Petersburg, Florida 33702 |
| Ron Jackson Dir. | same |
| David Ross Brennan Dir. | same |

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|-----------------------------------|---|
| Mark S. Tucker Pres. | 7130 Orpine Drive North, St. Petersburg, Florida 33702 |
| Ron Jackson Vice Pres. | same |
| David Ross Brennan Sec./Treas. | same |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 15, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 15 PM 5:19

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACG/jkg