

P99000021953

MEMBER - AMERICAN INSTITUTE
CERTIFIED PUBLIC ACCOUNTANTS

MEMBER - ALABAMA SOCIETY
CERTIFIED PUBLIC ACCOUNTANT

GREGORY S. OSWALT
CERTIFIED PUBLIC ACCOUNTANT

1234 Airport Rd. Suite 204
DESTIN, FL 32541

TELEPHONE 850-837-2640
FACSIMILE 850-650-9411

January 27, 1999

Corporation Division
Secretary of State
P.O. Box 6327
Tallahassee, FL. 32314

000002786320--6
-03/05/99--01093--003
122.50 **78.75

Dear Mr. / Ms.,

Enclosed are two original articles of Incorporation and a check for \$122.50 . Please certify one and return to the corporate office:

Gregory S. Oswalt
1234 Airport Road
Suite 204
Destin , Florida 32541

Thank you for your assistance in this matter. If you have any question please contact me at
(850-837-2640)

Sincerely ,



Gregory S. Oswalt

FILED
99 MAR -5 AM 8:41
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

o/c
3/10

ARTICLES OF INCORPORATION
FOR
Sydney System INC.

ARTICLE I.
CORPORATE NAME

THE NAME OF THIS CORPORATION IS Sydney System INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III.
CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY TIME IS 1000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE. ALL STOCK TO BE ISSUED BY THIS CORPORATION SHALL BE ISSUED FOR MONEY OR OTHER PROPERTY (OTHER THAN STOCK AND SECURITIES) OR OTHERWISE AS ALLOWED FROM TIME TO TIME BY SECTION 1244 OF THE INTERNAL REVENUE CODE, AS AMENDED. THIS CORPORATION SHALL BE CONSIDERED A "SMALL BUSINESS CORPORATION" WITHIN SECTION 1244 AND ALL STOCK ISSUED SHALL BE CONSIDERED "SECTION 1244 STOCK".

ARTICLE IV.
TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING UPON FILING OF THESE ARTICLES OF INCORPORATION.

ARTICLE V.
PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI.
REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE
THE REGISTERED AGENT AND THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

GREGORY OSWALT
1234 AIRPORT ROAD
UNIT 204
DESTIN, FLORIDA 32541

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

ARTICLE VII.
INCORPORATOR

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATOR IS:

Gregory S. Oswalt
1234 Airport Rd. Suite 204
DESTIN, FLORIDA 32541

ARTICLE VIII.
AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE FOLLOWING MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDER'S MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE IX.
BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

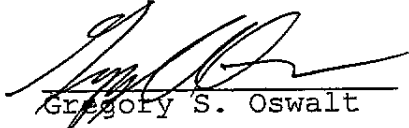
ARTICLE X.
INITIAL DIRECTORS

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESS ARE:

Monica M. Day
409 Stahlman Ave.
DESTIN, FLORIDA 32541

THE PERSONS NAMED AS INITIAL DIRECTORS SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL HIS SUCCESSOR IS ELECTED OR APPOINTED AND HAS QUALIFIED, WHICHEVER OCCURS FIRST.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR AND REGISTERED AGENT, HAS EXECUTED THE FOREGOING ARTICLES OF INCORPORATION ON THE 13th DAY OF January, 1999.



Gregory S. Oswalt

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY THAT ON THIS 13th DAY OF January, 1999, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE STATE AFORESAID AND IN THE COUNTY AFORESAID TO TAKE ACKNOWLEDGMENTS, PERSONA EARED Gregory S. Oswald, WHO IS PERSONALLY KNOWN TO ME OR WHO HAS PRODUCED THE IDENTIFICATION IDENTIFIED BELOW, WHO IS THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND WHO AFTER BEING DULY SWORN SAYS THAT THE EXECUTION HEREOF IS HIS/HER FREE ACT AND DEED FOR THE USES AND PURPOSES HEREIN MENTIONED.

SWORN TO AND SUBSCRIBED BEFORE ME ON THE DAY AND YEAR LAST AFORESAID.

TO ME PERSONALLY KNOWN

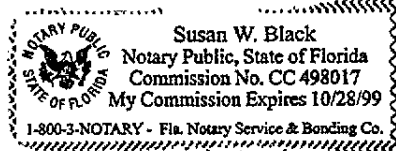
✓ IDENTIFIED BY DRIVER'S LICENSE NUMBER
ISSUED BY THE STATE OF FLORIDA.

Susan W. Black
NOTARY PUBLIC

PRINTED NAME: Susan W. Black

MY COMMISSION EXPIRES: 10-28-99

COMMISSION NUMBER: CC 498017



I, Gregory S. Oswald, AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR Sydney System INC.

Gregory S. Oswald

Gregory S. Oswald
REGISTERED AGENT

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99 MAR -5 AM 8:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA