

Division of Corporations

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From:
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000010
Phone : (954) 463-2700
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FLORIDA PROFIT CORPORATION OR P.A.

Trion Ventures XI, Inc.

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| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TRION VENTURES XI, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Trion Ventures XI, Inc., (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 5310 N.W. 33rd Avenue, Suite 219, Ft. Lauderdale, FL 33309.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 450 E. Las Olas Blvd., Suite 950, Ft. Lauderdale, FL 33301. The name of the Corporation's initial registered agent at that office is: Drake M. Batchelder.

Prepared by:
Drake M. Batchelder, Esq.
450 E. Las Olas Blvd., Suite 950
Ft. Lauderdale, Florida 33301
(954) 463-2700
Florida Bar No. 0117273

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**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Drake M. Batchelder,
450 E. Las Olas Blvd., Suite 950, Ft. Lauderdale, FL 33301.

**ARTICLE VI
INITIAL DIRECTOR**

The name and street address of the individual who is to serve as the initial director of the
Corporation is:

Kenneth T. Barber
5310 N.W. 33rd Avenue, Suite 219
Ft. Lauderdale, FL 33309

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person
exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted
by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 27th day of April, 1999.


Drake M. Batchelder, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of TRION VENTURES XI, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of April, 1999.


Drake M. Batchelder

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