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Corporation Guarantee and Trust Company

701 ARCHITECTS BUILDING
117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5090
TELEPHONE (215) 563-6131 • FAX (215) 563-9410

August 20, 1999

FILED
99 AUG 26 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: ACS INC. (Ohio Corp.)

600002971176--3
-08/26/99--01068--021
*****78.75 *****78.75

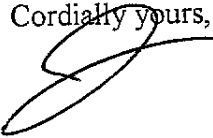
Dear Sir or Madam:

Enclosed you will find Articles of Incorporation of the above company for filing with your office. Also enclosed is our \$78.75 check to cover filing fees.

* Also enclosed are Articles of Merger of the above Ohio company for filing with your office along with our \$78.75 check to cover filing fees.

Please send your usual acknowledgments to this office when the filing process has been completed.

Should you require anything further, please don't hesitate to contact our office.

Cordially yours,


Joseph J. Collopy
Vice-President

JJC/mag

Enclosures

* NOTE: CORP JUST BEING FORMED IS THE SURVIVOR OF THE MERGER



W-20359
BC 9/2

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: NBSM, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 21169 Oakley Court, Boca Raton, FL 33433.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of the par value of \$1.00 each.

All Shareholders of this Corporation shall have preemptive or preferential right of subscription to shares of stock of this corporation whether now or hereafter authorized.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Joseph Badal, 21169 Oakley Court, Boca Raton, FL 33433.

ARTICLE V INCORPORATORS

See instructions for officers/directors

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

Name:

Address:

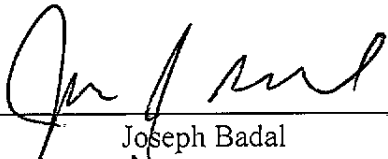
Joseph Badal

21169 Oakley Court
Boca Raton, FL 33433


Naresh Nagpal

2378 N.W. 60th
Boca Raton, FL 33496

The undersigned incorporators have executed these Articles of Incorporation this 10 day of AUGUST, 19 89.

x 

Joseph Badal



Naresh Nagpal

FILED
99 AUG 26 PM 11:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NBSM, INC.

2. The name and address of the registered agent and office is:

Joseph Badal

(Name)

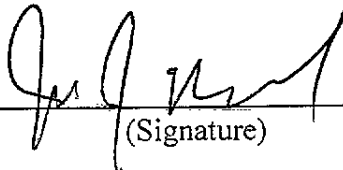
21169 Oakley Court

(P.O. Box or Mail Drop Box NOT Acceptable)

Boca Raton, FL 33433

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

x 
(Signature)

8/10/97
(Date)