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Requestor's Name:

Carolan & Foster
P.O. Box 360394
Tampa, FL 33673-9394

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-09/02/93-01062-011

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. R. Foster Systems, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION
FOR:**

R. Fuster Systems, Inc.

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The undersigned incorporators hereby form a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: " R. Fuster Systems, Inc. "

ARTICLE II - PRINCIPAL OFFICE

The Address of the principal office of this corporation shall be:

5606 N. Habana Avenue
Tampa, FL 33614

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately, upon approval of the Secretary of State of the State of Florida.

ARTICLE V - DIRECTORS

The Director(s) of the Corporation shall be:

Ralph Cardenas

ARTICLE VI - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual, to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable Law, or these Articles of Incorporation.

ARTICLE VII - COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by the director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent", shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE X - CAPITAL STOCK

The maximum number of shares that this corporation shall authorize to have outstanding at any given time is 1000 shares of common stock. The initial issue shall constitute 100 of those shares with a par value of \$ 1.00 each.

ARTICLE XI - REGISTERED AGENT

The street address and name of the initial Registered Agent for the corporation shall be:

Name: Ralph Cardenas
Address: 808 East Ida Street
Tampa, Fl. 33603

ARTICLE XII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

Name: Ralph Cardenas
Address: 808 East Ida Street
Tampa, Fl. 33603

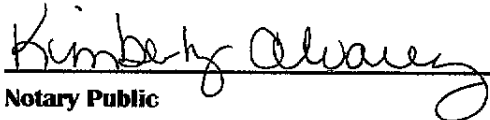
IN WITNESS WHEREOF, The undersigned incorporator sets his Hand and affixes his Seal on this
31ST day of the month of August of 1999.



Ralph Cardenas - Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, appeared personally before me Ralph Cardenas, known to me
to be the person he says he is, acknowledged by his valid drivers's license.



Notary Public

My Commission Expires on:

KIMBERLY ALVAREZ
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES MARCH 2, 2001
NO. CC 625742

I, Ralph Cardenas, of legal age and in full possession of my natural faculties, do hereby acknowledge the duties and responsibilities of the post of Registered Agent for a corporation. I hereby declare I will execute this office to the full capacity of my ability. I do so with full knowledge of the duties involved.

To this effect I affix my Seal and Set my Hand to this document.

A handwritten signature in dark ink, appearing to read 'Ralph Cardenas', is written over a horizontal line.

Ralph Cardenas - Registered Agent

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