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PAPY, WEISSENBOERN, POOLE & VRASPIR, P.A.
ATTORNEYS AT LAW

PLEASE REPLY TO SPRING HILL

SPRING HILL OFFICE

PARK PLACE
5327 COMMERCIAL WAY
SUITE A101-A104
SPRING HILL, FL 34606
(352) 597-7890
FAX: (352) 597-7894

TAMPA OFFICE

ONE URBAN CENTRE
4830 WEST KENNEDY BLVD.
SUITE 335
TAMPA, FL 33601
(813) 875-5400
(800) 215-3847
FAX: (813) 876-5706

MIAMI OFFICE

3001 PONCE DE LEON BLVD.
SUITE 214
CORAL GABLES, FL 33134
(305) 446-5100
(888) 366-7790
FAX (305) 445-6793

August 26, 1999

Secretary of the State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
9-6-99

000002985770--3
-09/13/99-01142-009
****122.50 ****78.75

RE: Articles of Incorporation of Asset Solutions Group, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation.

Please file the original Articles of Incorporation and return the enclosed copy subsequent to being file stamped in the enclosed self addressed stamped envelope. Enclosed is a check in the amount of \$122.50 for the filing fee.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Todd W. Vraspir
Todd W. Vraspir

TWV/twv
Enclosures

Todd Vraspir GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. Three*
DATE *9/16/99*
DOC. EXAM *Don's Brown*

FILED
99 SEP 13 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN SEP 16 1999

EFFECTIVE DATE
9-6-99

ARTICLES OF INCORPORATION
OF
ASSET SOLUTIONS GROUP, INC.

FILED
99 SEP 13 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the corporation is: **ASSET SOLUTIONS GROUP, INC.**

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

3261 Commercial Way
Spring Hill, Florida 34606

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual, existence commencing on the 6th day of September, 1999.

ARTICLE FOUR
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporate Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FIVE CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is **ONE THOUSAND (1,000)**, all of which shall be common shares with par value of **ONE DOLLAR (\$1.00)** each.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is **5327 Commercial Way, Suite A101, Spring Hill, Florida 34606**, and the name of the initial registered agent at such address is **Todd W. Vraspir**.

ARTICLE SEVEN DIRECTORS

The Board of Directors of the corporation shall be the same as the Board of Directors of NetList, Inc. and may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

ARTICLE EIGHT INCORPORATOR

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

**NetList, Inc.
1517 E. 7th Avenue, Suite C
Tampa, Florida 33605**

ARTICLE NINE SUBSCRIBERS

The shares of stock will be owned by NetList, Inc., 1517 E. 7th Avenue, Suite C, Tampa, Florida 33605.

ARTICLE TEN INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

**ARTICLE ELEVEN
AMENDMENT**

The Corporation reserves the right to amend, add to or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

Executed by the undersigned on the 26th day of August, 1999.

NetList, Inc.

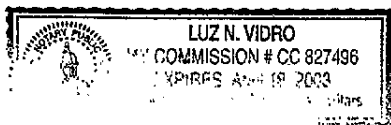
By: _____

[Signature]
Lawrence J. Keim as its
President

STATE OF FLORIDA
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me, **LAWRENCE J. KEIM as the President of NetList, Inc.**, to me known to be an incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same. **LAWRENCE J. KEIM** is personally known to me (yes or no) or has produced DL-FL K50053051288 as identification.

WITNESS my hand and official seal in the County and State named above this 26 day of August, 1999.



My Commission Expires:



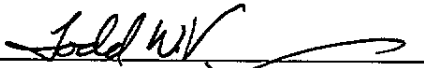
[Signature]
Notary Public
Luz N. VIDRO

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
99 SEP 13 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This will acknowledge that TODD W. VRASPIR, is the Registered Agent for the corporation known as Asset Solutions Group, Inc. The location of the office of the Registered Agent is: 5327 Commercial Way, Suite A101, Spring Hill, Florida 34606.

Date: August 25, 1999

By: 
TODD W. VRASPIR