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LAW OFFICES OF
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and Florida Bars

FILED
99 NOV -1 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Florida Branch
P.O. Box 770272
Naples, FL 34107-0272
(212) 912-0520
Telefax: (212) 432-0224
(941) 514-0004

BY FEDERAL EXPRESS

October 30, 1999

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

700003030807--9
-11/01/99--01093--011
*****96.25 *****96.25

Re: Articles of Incorporation
Incorporation of Schmidt Information Systems, Inc.

Dear Sir:

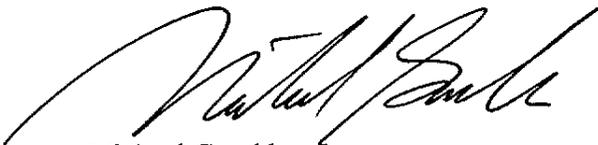
Enclosed please find an executed original and two copies of the Articles of Incorporation for the above captioned entity and a check issued by me (Ch #2162) for the amount of \$96.25 as the Filing fee, Certified Copy fee and Certificate of Status fee.

Please forward the two Certified Copies and one Certificate of Status to me in the pre-addressed Federal Express envelope to the address which follows:

Michael Gaschler, Esq., CPA
375 South End Avenue, 6th Floor
New York, NY 10280-1019

Should you have any questions, please do not hesitate to call me at the above number.

Very truly yours,



Michael Gaschler

Enclosure

cc: Robert D. Schmidt, Registered Agent (By Mail)

PH 7/13/95 ✓

ARTICLES OF INCORPORATION

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

FILED
99 NOV -1 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Schmidt Information Systems, Inc.

ARTICLE II PRINCIPAL OFFICE

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

Principal Office:

2300 Twelve Oaks Drive, K6
Orange Park, FL 32065-6397

Mailing Address:

99 Battery Place, 12F
New York, NY 10280-1325

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

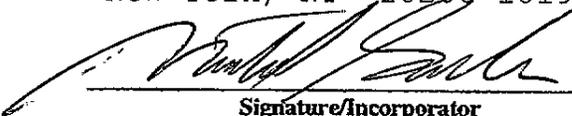
The name and Florida street address of the initial registered agent are:

Robert D. Schmidt
2300 Twelve Oaks Drive, K6
Orange Park, FL 32065-6397

ARTICLE V INCORPORATOR

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

Michael Gaschler, Esq., C.P.A.
375 South End Avenue, Suite 6N
New York, NY 10280-1019



Signature/Incorporator

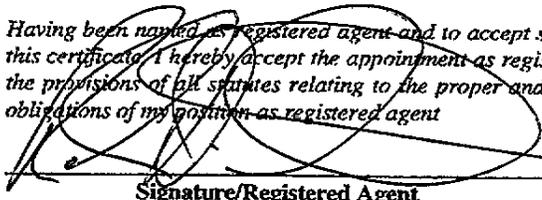
October 30, 1999

Date

Michael Gaschler

(An additional article must be added if an effective date is requested.)

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



Signature/Registered Agent

October 30, 1999

Date

Robert D. Schmidt