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09/23/1997

SERVITTECH, INC.

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 9734324
EFFECTIVE DATE: 09/23/1997
COUNTY : DEKALB
REFERENCE : 0093
PRINT DATE : 09/26/1997
FORM NUMBER : 311

LAWRENCE H. FREIMAN
9000 CENTRAL PARK WEST, SUITE 820
ATLANTA GA 30328

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**SERVITECEL, INC.
A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

0000 0000

**ARTICLES OF INCORPORATION
OF
SERVITECEL, INC.**

ARTICLE I

The name of the Corporation is SERVITECEL, INC. (the "Corporation").

ARTICLE II

The Corporation shall have authority acting by its Board of Directors to issue not more than Ten Thousand (10,000) shares of Common Stock of No par value.

ARTICLE III

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is evidenced by one or more written consents (a) describing the action taken, (b) signed by persons who would be entitled at such a meeting to vote shares in the Corporation having voting power to cast not less than the minimum number (or numbers in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted, and (c) delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE IV

The street address of the initial registered office of the Corporation is 3061 Oakcliff Road, #54, Doraville, Georgia 30340, in DeKalb County, Georgia. The initial registered agent of the Corporation at such address is Modesto Tequia

ARTICLE V

The mailing address of the initial principal office of the Corporation is 3061 Oakcliff Road, #54, Doraville, Georgia 30340, DeKalb County, Georgia

ARTICLE VI

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Charles H. Kuck	9000 Central Park West, Suite 820 Atlanta, Georgia 30328

ARTICLE VII

The initial Board of Directors shall consist of two members who shall be Abraham Santana and Modesto Tequia and whose addresses are:

<u>Name</u>	<u>Address</u>
Abraham Santana	3061 Oakcliff Road, #54 Doraville, GA 30340
Modesto Tequia	3061 Oakcliff Road, #54 Doraville, GA 30340

ARTICLE VIII

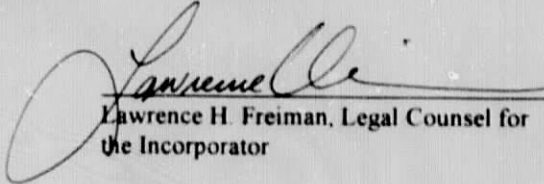
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except: (a) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (b) for acts or omissions which involve intentional misconduct or a knowing violation of law, (c) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (d) for any transaction from which the director derived an improper personal benefit. This Article does not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective. If the Georgia Business Corporation Code is hereafter amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Business Corporation Code, as so amended. Any amendment or other modification of this Article that limits or otherwise adversely affects any right of a director of the Corporation shall apply only to actions, events or omissions occurring after such amendment or other modification and after delivery of notice of such amendment or other modification to the affected director and shall not affect any action, suit or proceeding based on actions, events or omissions occurring prior to the date of such notice.

ARTICLE IX

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of

the Board of Directors and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that the foregoing shall be deemed solely to grant discretionary authority to the directors and still not be deemed to provide to any constituency any right to be considered.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of September, 1997.


Lawrence H. Freiman, Legal Counsel for
the Incorporator

SECRETARY OF STATE
SEP 23 3 05 PM '97
BSR (1)

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

RESERVATION NUMBER: 972600046
EFFECTIVE DATE : 09/17/1997
EXPIRATION DATE : 12/16/1997
LICENSE NUMBER : N/A
CONSENT ON FILE : N/A
PRINT DATE : 09/17/1997
FORM NUMBER : 506

DENNIS CARAZZA
9000 CENTRAL PARK WEST STE 820
ATLANTA GA 30328

NAME RESERVATION CERTIFICATE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

SERVITECEL, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

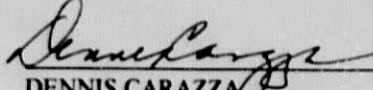
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ASSIGNMENT

ASSIGNMENT made September 23, 1997, by DENNIS CARAZZA ("Assignor")
and LAWRENCE H. FREIMAN ("Assignee")

FOR VALUE RECEIVED, Assignor hereby assigns all of Assignor's right, title and
interest in the name, SERVITECEL, INC., as evidenced by name reservation
certificate number 972600046.

IN WITNESS WHEREOF, DENNIS CARAZZA, has hereunto set his hand and seal this
23d day of September, 1997.


DENNIS CARAZZA

LAW OFFICES OF
GEORGE D. MENDEN, P.C.
9000 CENTRAL PARK WEST
SUITE 820
ATLANTA, GEORGIA 30328

TELEPHONE: (770) 379-1450
FACSIMILE: (770) 379-1455

LAWRENCE H. FREIMAN
PARTNER
WRITER'S DIRECT DIAL NUMBER
(770) 379-1458
WRITER'S INTERNET (E-MAIL):
L.Freiman@mendenlaw.com

September 23, 1997

Via Hand Delivery

Secretary of State
Business Services and Regulation
Room 315, West Tower
2 Martin Luther King Jr. Boulevard
Atlanta, Georgia 30334-1530

Re: SERVITECEL, INC.

Dear Sir/Madam:

An original and one copy of the Articles of Incorporation for SERVITECEL, INC. are hereby delivered to you for filing, together with the following items required by O.C.G.A. Section 14-2-120:

1. A check payable to the Secretary of State in the amount of \$60.00.
2. Name Reservation Certificate #972600046 with an assignment of said name to the undersigned, and
3. BSR Form 227, Transmittal Information for Georgia Profit or Nonprofit Corporations including a certification that the required notice for publication was delivered to the newspaper as required by law.

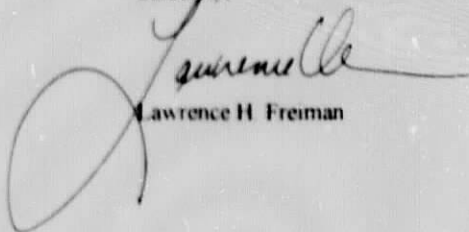
Serving clients in matters related to estate and business planning, business law, federal and state taxation, business sales and acquisitions, trusts and charitable giving, immigration and nationality law

GEORGE D. MENDEN, P.C.

Secretary of State
September 23, 1997
Page - 2 -

It is respectfully requested that a Certificate of Incorporation be issued and that such Certificate, together with one copy of the Articles of Incorporation, be returned to the undersigned.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lawrence H. Freiman". The signature is written in dark ink and is positioned above the printed name.

Lawrence H. Freiman

LHF/dc
Enclosures



LEWIS A. MASSEY
Secretary of State

CORPORATIONS DIVISION

Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530

Corporate Information via the Internet - <http://www.sos.state.ga.us>
(404) 656-2817

CATHY COX
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET#	972670320	PERMITS#	9198617	CONTROL#	92043024
DOCKET CODE	311	DATE FILED	9/23/97	AMOUNT RECEIVED	60
TYPE CODE	DP	EXAMINER	93	JURISDICTION (COUNTY) CODE	44

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM
(INSTRUCTIONS ARE ON BACK OF THIS FORM)

1.	972600046 Corporate Name Reservation Number SERVITECEL, INC. Corporate Name
2.	Lawrence H. Freiman Applicant/Attorney 9000 Central Park West, Suite 820 Address Atlanta, GA 30328 City State Zip Code
3.	3061 Oakcliff Road, #54 Doraville, GA 30340 Principal Office Mailing Address City State Zip Code
4.	Modesto Tequia Name of Registered Agent in Georgia 3061 Oakcliff Road, #54 Registered Office Street Address in Georgia Doraville DeKalb GA 30340 City County State Zip Code
5.	Charles H. Kuck Name of Incorporator 9000 Central Park West, Suite 820 Address of Incorporator Atlanta, GA 30328 City State Zip Code
6.	I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following: 1) This transmittal form 2) The original and one copy of the Articles of Incorporation 3) A filing fee of \$60.00 payable to Secretary of State.
	<p><i>Lawrence H. Freiman</i> Authorized Signature</p> <p>September 23, 1997 Date</p>

FILING FEES ARE NON - REFUNDABLE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 020800664
CONTROL NUMBER : K734324
DATE INCORPORATED: 09/23/1997
DATE DISSOLVED : 07/05/1999
EFFECTIVE DATE : 03/11/2002
REFERENCE : 0045
PRINT DATE : 03/21/2002
FORM NUMBER : 122

REMLER LAW GROUP
4200 NORTHSIDE PARKWAY
BUILDING ONE, STE. 200
ATLANTA, GA 30327

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SERVITECEL, INC.
A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink that reads "Cathy Cox".

Cathy Cox
Secretary of State



Cathy Cox
Secretary of State

CORPORATIONS DIVISION

Suite 315 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530
(404) 656-2817

REMLER LAW GROUP
4200 NORTHSIDE PKWY. BLDG ONE
STE. 200
ATL, GA 30327

Reservation Number : ~~0121302~~ 3 **204800662**
Control Number : K734324
Date Dissolved : 07/05/1999
Telephone Number : (404) 656-2817
Amount Due : ~~\$150.00~~ **175.00**
Print Date : 08/01/2001
Form Number : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

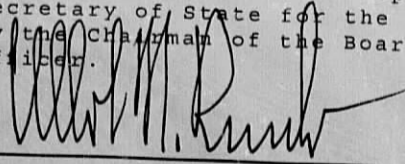
SERVITECEL, INC.

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

SERVITECEL, INC.

This application must be accompanied by the annual registration and the amount due above which is the sum of the filing fee, and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.



Signature & Title

6 Aug 2001

Date

SECRETARY OF STATE
 2001 AUG 11 P 3:38
 CORPORATIONS DIVISION