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**THE KAISER LAW FIRM, P.C.**

FILED  
01 DEC 17 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 14, 2001

**ATTORNEYS**

**Philip A. Kaiser**  
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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200004729112--3  
-12/17/01--01083--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **Forward Solutions, Inc.**

Enclosed please find in duplicate Articles of Incorporation and Acceptance of Appointment of Forward Solutions, Inc., to be filed with the Florida Department of State.

Also enclosed, please find a check in the amount of \$70.00 made payable to Florida Department of State for the filing fee.

The stamped copy should be returned to me at the address shown. If you have any questions, please call.

**SUPPORT STAFF**

**Peggy Muenster**  
Director of Client Services  
and Paralegal  
peggy@kaiserlawfirm.com

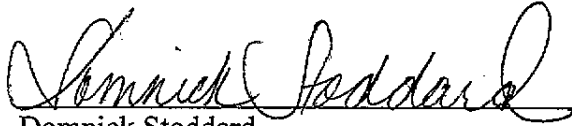
**Domnick Stoddard**  
Paralegal  
domnick@kaiserlawfirm.com

**Lynn M. Schulte**  
Administrative Assistant  
lynn@kaiserlawfirm.com

Sincerely,

**THE KAISER LAW FIRM, P.C.**

By:



Domnick Stoddard  
Paralegal

12231 Manchester

St. Louis, MO 63131

(314) 966-7766

(314) 966-7744 (fax)

Enclosures

12-19-01  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**FORWARD SOLUTIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of twenty-one (21) years or more for the purpose of forming a corporation under The Florida Business Corporation Act adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be: **FORWARD SOLUTIONS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 1642 Lago Vista Blvd., Palm Harbor, Florida 34685.

**ARTICLE III - PURPOSE**

The purposes for which the corporation organized are:

(1) In general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be authorized to do or to exercise under The Florida Business Corporation Act, or under any act amendatory thereof, supplemental thereto, or substituted therefor.

**ARTICLE IV - SHARES**

1. The total number of shares that the corporation is authorized to issue is as follows:

29,000 Shares Class A Voting Common Stock, Par Value \$1.00  
1,000 Shares Class B Non-Voting Common Stock, Par Value \$1.00

Both the Class A Voting Common Stock and Class B Non-Voting Common Stock are sometimes hereinafter referred to collectively as "common stock."

2. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class of common stock are as follows:

- a. Voting power is hereby vested solely in the Class A Voting Common Stock, Par Value \$1.00, said Class A Voting Common Stock having full voting rights, with each share to entitle the holder thereof to one (1) vote. The Class B Non-Voting Common Stock, Par Value \$1.00, shall be nonvoting common stock.
- b. Except as set forth above, and in all other respects, the preferences, qualifications, limitations, restrictions and special or relative rights in respect of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical.

#### **ARTICLE V - NO PRE-EMPTIVE RIGHTS**

No shareholder of the corporation shall have any pre-emptive or preferential right of subscription to or purchase of any shares of any class of the corporation, whether now or hereafter authorized, or to any securities or obligations including, but without limitation to, those obligations convertible into any class of stock issued by the corporation, and whether issued or sold for cash, property, services or otherwise. The acceptance of shares in the corporation shall constitute a waiver of any such pre-emptive or preferential right that in the absence of this provision might otherwise be asserted by shareholders of the corporation.

#### **ARTICLE VI - DIRECTORS**

The number of directors to constitute the first Board of Directors shall be one (1) who need not be shareholders. No cumulative voting shall be allowed for the election of directors. The power to make, alter, amend, or repeal the By-laws of the corporation shall be vested in the Board of Directors.

**ARTICLE VII - INDEMNIFICATION**

The corporation shall, to the full extent permitted by law, indemnify all persons or classes of persons whom it may indemnify pursuant thereto.

**ARTICLE VIII - REGISTERED AGENT**

The address of the corporation's initial registered office in this State is 1642 Lago Vista Blvd., Palm Harbor, Florida 34685 and the name of its initial registered agent at such address is **JOEL A. SCHACHTER**.

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator is **PHILIP A. KAISER**, 12231 Manchester Road, 1<sup>st</sup> Floor, St. Louis, Missouri 63131.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 14<sup>th</sup> day of December, 2001.

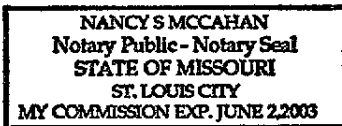
By:   
PHILIP A. KAISER, Incorporator

STATE OF MISSOURI        )  
  ) SS:  
COUNTY OF ST. LOUIS    )

I, **NANCY S. McCAHAN**, a Notary Public, do hereby certify that on the 14<sup>th</sup> day of December, 2001, personally appeared before me **PHILIP A. KAISER** who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

My Commission Expires:

By:   
Notary Public



**ACCEPTANCE OF APPOINTMENT**

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DEC 17 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: FORWARD SOLUTIONS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: December 7, 2001

  
\_\_\_\_\_  
JOEL A. SCHACHTER