

AUG 31 1995 11:45 AM TEL 813 273 4261

*H95000067446*

8/30/95 DEPARTMENT OF STATE DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 9:45 AM  
 ((H9500009602)) ELECTRONIC FILING COVER SHEET  
 TO: DIVISION OF CORPORATIONS FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN  
 DEPARTMENT OF STATE 111 MADISON ST  
 STATE OF FLORIDA PO BOX 1531 SUITE 2300  
 409 EAST GAINES STREET TAMPA FL 33602- FL 33418-0000  
 TALLAHASSEE, FL 32399 CONTACT: ROSALYN D GIBBS  
 FAX: (904) 922-4000 PHONE: (813) 273-4261  
 FAX: (813) 273-4396  
 ((H9500009602)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: Q-1 TECHNOLOGIES, INC.  
 FAX AUDIT NUMBER: H95000009602 CURRENT STATUS: REQUESTED  
 DATE REQUESTED: 08/30/1995 TIME REQUESTED: 09:45:46  
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
 NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076077001654

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000009602))  
 \*\* ENTER 'M' FOR MENU. \*\*  
 ENTER SELECTION AND <CR>:

FILED  
 95 AUG 31 AM 11:58  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*8/30*

RECEIVED  
 15:01:17 10/01/95  
 (813) 273-4261

AUG. 31 '95 (THU) 10:23 MACFARLANE AUSLEY

TEL: 813 273 4396  
FILED

P. 002

95 AUG 31 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H-95-9602

**ARTICLES OF INCORPORATION  
OF  
Q-1 TECHNOLOGIES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

The name of this corporation is **Q-1 TECHNOLOGIES, INC.**, and the principal place of business will be 2550 118th Avenue North, St. Petersburg, FL 33716

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**

**BUSINESS AND POWERS**

**A.** The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**B.** The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

**James W. Goodwin, Esq. #375519  
Macfarlane Ausley Ferguson & McMullen  
111 E. Madison Street - Suite 2300  
Tampa, Florida 33602 (813) 273-4337**

H-95-9602

11 95 9602

#### ARTICLE IV

##### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622, and the name of the initial registered agent at that address is Ann E. Pointer, Esq.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Michael B. Galinski, Chairman of the Board, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622

Joseph Giammarusco, Director, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622;

Aris Rogers, Director, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622;

Greg Hall, Director, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622;

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the

H-95-9602

time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

## ARTICLE VII

### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Chief Executive Officer: Michael B. Galinski, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622

II-95-9602

<b>Senior Executive Vice President and Chief Operating Officer:</b>	Joseph Giammarusco, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622
<b>Executive Vice President:</b>	Mark Martens, 2550 118th Avenue N., St. Petersburg, Florida 33716
<b>Vice President and Chief Financial Officer:</b>	Aris Rogers, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, 13535 Clearwater, Florida 34622
<b>Treasurer:</b>	Greg Hall, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622
<b>Secretary:</b>	Ann E. Pointer, Feather Sound Corporate Center, 13535 Feather Sound Drive, Suite 327, Clearwater, Florida 34622

**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the person signing these Articles is:

James W. Goodwin, Esq., #375519  
111 E. Madison Street - Suite 2300  
Tampa, Florida 33602

**ARTICLE IX**

**INDEMNIFICATION**

**A. Right to Indemnification.** Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article,

HI-95-9602

the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

**B. Exceptions.** Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (1993) would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

**C. Insurance.** The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

**D. Limitation of Director's Liability.** A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

11-95-9602

- (1) The director breached or failed to perform his duties as a director; and
- (2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes (1993) would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

## ARTICLE X

### MISCELLANEOUS

#### A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

#### B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

AUG -31' 95 (THU) 10 2" MAGFARLANE AUSLEY

TEL: 813 275 4396

P 008

H-95-9602

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30<sup>th</sup> day  
of August, 1995.

  
\_\_\_\_\_  
JAMES W. GOODWIN, ESQ.



H-95-9602

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Q-1 TECHNOLOGIES, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.

  
ANN E. POINTER, ESQ.  
Registered Agent

FILED  
95 AUG 31 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95 0000 67 446

1/03/96

2:45 PM

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

((H96000000137))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

ELECTRONIC FILING COVER SHEET

FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN  
111 MADISON ST  
PO BOX 1531 SUITE 2300  
TAMPA FL 33602-9-0000  
CONTACT: ROSALYN D GIBBS  
PHONE: (813) 273-4261  
FAX: (813) 273-4396

((H96000000137))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: Q-1 TECHNOLOGIES, INC.  
FAX AUDIT NUMBER: H96000000137  
DATE REQUESTED: 01/03/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 2  
ESTIMATED CHARGE: \$87.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 14:45:33  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 076077001654

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000000137))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:



*Call journal - check ✓  
Kenda*

FILED  
95 JAN -9 PM 1:55  
STATE OF FLORIDA  
TALLAHASSEE

RECEIVED

60:01NY 6-1NY 96

RECEIVED

01/04/88 09:33 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 4, 1996

Q-1 TECHNOLOGIES, INC.  
2550 118TH AVENUE NORTH  
ST. PETERSBURG, FL 33716

SUBJECT: Q-1 TECHNOLOGIES, INC.  
REF: P95000067446

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

se Flemming-Jackson  
Corporate Specialist Supervisor

FAX Aud. #: E96000000137  
Letter Number: 196A00000351

01/08/96 18:57 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1996

Q-1 TECHNOLOGIES, INC.  
2550 118TH AVENUE NORTH  
ST. PETERSBURG, FL 33716

SUBJECT: Q-1 TECHNOLOGIES, INC.  
REF: P95000067446

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000000137  
Letter Number: 896A00000903

H98-137

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
Q-1 TECHNOLOGIES, INC.

1. Article VI of the Articles of Incorporation of Q-1 Technologies, Inc. is hereby amended to read as follows:

"ARTICLE VI

A. Board of Directors. The name and address of the director of the corporation is:

<u>Name</u>	<u>Address</u>
Michael B. Gallnski Director	13535 Feather Sound Drive Suite 327 Clearwater, FL 34622

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation, or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

James W. Goodwin, Esq., #375519  
Macfarlane Ausley Ferguson & McMullen  
111 Madison Street - Suite 2300  
Tampa, Florida 33602  
(813) 273-4337

FILED  
93 JAN -9 PM 1:55  
H98-137

H96-137

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue."

2. The foregoing Amendment was adopted by the incorporator of this Corporation on the 20th day of December, 1995, without shareholder action. The Corporation has not yet issued shares and therefore shareholder action was not required.

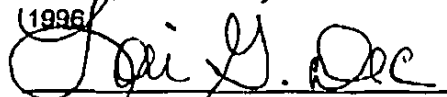
IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Amendment this 8th day of January, 1996.

  
James W. Goodwin, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared James W. Goodwin, known to me to be the person described in and who signed the foregoing Articles of Amendment to the Articles of Incorporation of Q-1 Technologies, Inc. and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 8th day of January,

1996  
  
Notary Public  
State of Florida at Large  
My Commission Expires:

LORI G. DEC  
Comm. Expires Oct. 14, 1997  
No. CC 323596  
Lykes Ins.

H96-137

# P9500067446

Joanne D., Schwartz, Paralegal  
 America II Group, Inc.  
 Legal Department  
 2550 - 118th Ave. N.  
 St. Petersburg, FL 33716

900002256419--0  
 -08/04/97--01037--001  
 \*\*\*\*\*420.00 \*\*\*\*\*35.00

Office Use Only

(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

97 AUG -1 11:10:54  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILINGS	
	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

*PAChy*  
*CRS*  
*8-13*

Examiner's Initials	
---------------------	--

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: O-1 TECHNOLOGIES, INC.

1b. The mailing address of the corporation is: c/o D. Michael Pointer, II, 2550 - 118th Avenue North, St. Petersburg, FL 33716

1c. Date of incorporation: 8/31/95 Document number: P95000067446

2. The name and address of the current registered agent and office:

Ann E. Pointer
13535 Feather Sound Drive, Suite 327
Clearwater, FL 34622

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

D. Michael Pointer, II
2550 - 118th Avenue North
St. Petersburg, FL 33716

SECRET
97 AUG-14 AM 10:54

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

D. Michael Pointer II
(Signature of an officer, chairman or vice chairman of the board)

August 1, 1997
(Date)

D. Michael Pointer, II, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

D. Michael Pointer II
(Signature of Registered Agent)

August 1, 1997
(Date)