

P96000094407

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Kaster Alliance, INC.
(Proposed corporate name - must include suffix)

200002004732--8
-11/14/96--01077--012
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: L. NORMAN Showers
Name (printed or typed)

4305 NW 67 WAY
Address

CORAL SPRINGS, FL 33067
City, State & Zip

(561) 997-3415
Daytime Telephone number

FILED
96 NOV 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 19 1996 BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be The Kaster Alliance, Incorporated.

ARTICLE II

The principal place of business and mailing address of the Kaster Alliance, Incorporated shall be:

4305 N W 67 Way
Coral Springs, Florida 33067

ARTICLE III

The Kaster Alliance, Incorporated shall be authorized to issue and have outstanding, at any one time, 1000 shares of common stock at a stated par value of \$10.00 per share.

ARTICLE IV

The name and address of the Registered Agent is:

L. Norman Showers
4305 N W 67 Way
Coral Springs, Florida 33067

ARTICLE V

The initial incorporators and officers of The Kaster Alliance, Incorporated are:

L. Norman Showers, Chairman and President
4305 N W 67 Way
Coral Springs, Florida 33067

Michele M. Shapley, Secretary
478 Frank Shaw Road
Tallahassee, Florida 32312

Joseph B. Crooms, Treasurer
9360 Delft Way
Alpharetta, Georgia 30202

Purpose: To provide products, support services, education and training, consultation, and deal in business solutions, materials, merchandise and technologies of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting Kaster Alliance, Incorporated from engaging in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, chapter 607 of the Florida Statutes.

Management of The Corporation: The right and responsibility to determine policy and conduct business of the Kaster Alliance, Incorporated will lie with the board of directors. The president, vice president, treasurer and secretary will be appointed by the board of directors, and their salaries, duties and conditions of employment are fixed by the board. The officers will run and manage the corporation from day to day.

Corporate Rights and Responsibilities:

1. Board of Directors - The board of directors must act as a body. They can bind the corporation only by actions taken at a board meeting with the necessary quorum. They cannot vote by proxy nor may their duties be delegated to others. Directors will be elected annually at the annual meeting of the stockholders.

2. Stockholders - Holders of common stock will have the primary voice in selecting directors. Each stockholder will have voting rights equal to one vote per each share owner. Stockholders will be entitled to share in the profits and in final distribution of the corporate assets in the case of dissolution.

Article V con't

Indemnity: The Kaster Alliance, Incorporated shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Kaster Alliance, Incorporated against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a director, officer, employee or agent of the Kaster Alliance, Incorporated or is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Kaster Alliance, Incorporated.

(b) The Kaster Alliance, Incorporated shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which specifically permissible under applicable law.

(c) The Board of Directors may, at its discretion, direct the purchase of liability insurance by way of implementing the provisions in accordance with the corporate bylaws.

The undersigned incorporator(s) has(have) executed the Articles of Incorporation the 9th day of NOV, 1996.


Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Kaster Alliance, Inc.

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

L. NORMAN Showers
(NAME)

425 NW 67 WAY
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CORAL SPRINGS, FL 33067
(CITY/STATE/ZIP)

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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.

L. Norman Showers
(SIGNATURE)

Nov 9, 1996
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314