

J63627

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Technisource, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-in

☒ Pick up time 4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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-06/05/98--01008--027
****122.50 ****122.50

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
98 JUN -8 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/8

Amended
& Re-Registered
CC N.C.

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 JUN -8 AM 11:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

June 5, 1998

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: TECHNISOURCE, INCORPORATED
Ref. Number: J63627

We have received your document for TECHNISOURCE, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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 (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 598A00031970

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TECHNISOURCE, INCORPORATED**

FILED
98 JUN -8 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of TECHNISOURCE, INCORPORATED, a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is Technisource, Inc.

ARTICLE II - ADDRESS

The mailing address for the Corporation is 1901 W. Cypress Creek Road, Suite 202, Ft. Lauderdale, Florida 33309.

ARTICLE III - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV - PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is Joseph W. Collard, 1901 W. Cypress Creek Road, Suite 202, Ft. Lauderdale, Florida 33309.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 1901 W. Cypress Creek Road, Suite 202, Ft. Lauderdale, Florida 33309, and the name of the registered agent of the Corporation at such address is Joseph W. Collard.

ARTICLE VII - CAPITAL STOCK

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 60,000,000, of which 50,000,000 shares having a par value of \$.01 per share shall be designated as Common Stock and 10,000,000 shares having a par value of \$.01 per share shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VIII - BOARD OF DIRECTORS

(a) Removal. Subject to the rights, if any, of the holders of shares of preferred stock then outstanding, any or all of the directors of the Corporation may be removed from office by the Board of Directors for cause or by the shareholders of the Corporation with or without cause by the affirmative vote of the holders of at least 50% of the outstanding shares of capital stock of the Corporation generally entitled to vote for the election of directors, voting together as a single class. The removal of directors by the Board of Directors or shareholders of the Corporation may be made at any annual or special meeting. Notice of any such annual or special meeting shall state that the removal of a director or directors is among the purposes of the meeting.

(b) Vacancies. Newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office until the next annual meeting of the Shareholders of the Corporation and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(c) Advance Notice of Nominations. Advance notice of nominations for the election of directors, other than by the Board of Directors or a committee thereof, shall be given within the term and in the manner provided in the Bylaws of the Corporation.

ARTICLE IX - SHAREHOLDER MEETINGS

(a) Annual Meetings. Annual meetings shall be called and conducted in the manner provided in the Bylaws of the Corporation.

(b) Special Meetings. Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time by (i) the Chairman of the Board of Directors, the President of the Corporation or a majority of the Board of Directors or (ii) holders of not less than 50% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of the Corporation may not be called by any other person.

At any special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

(c) Advance Notice of Shareholder Proposals. Advance notice of shareholder proposals shall be given within the term and in the manner provided in the Bylaws of the Corporation.

ARTICLE X - NO SHAREHOLDER ACTION BY WRITTEN CONSENT

Effective upon and following the closing of an initial public offering of the Corporation's Common Stock, any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken only upon the vote of shareholders at a duly convened meeting of shareholders in accordance with these Articles of Incorporation and the Bylaws, and may not be taken by written consent of shareholders.

ARTICLE XI - CONTROL-SHARE ACQUISITIONS

The Corporation elects to be governed by Florida Statute Section 607.0902, as amended, relating to control-share acquisitions (the "Act"). The Corporation is expressly authorized to the fullest extent permitted by the Act to redeem control shares acquired in a control-share acquisition at the fair value thereof pursuant to procedures adopted by the Board of Directors.

ARTICLE XII - AFFILIATED TRANSACTIONS

The Corporation elects to be governed by Florida Statute Section 607.0901, as such may be amended from time to time, concerning affiliated transactions.

ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of the holders

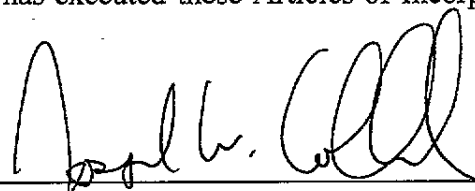
of at least 60% of the outstanding shares of the capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class shall be required to amend these Articles of Incorporation or to adopt any provision inconsistent therewith.

ARTICLE XIV - BYLAWS

The Board of Directors is expressly authorized to amend, repeal or adopt any Bylaw of and for the Corporation. The holders of voting stock shall to the extent such power is at the time conferred on them by applicable law, also have the power, by the affirmative vote of the holders of at least 60% of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, to make, alter, amend or repeal any By-law of and for the Corporation.

The foregoing Amended and Restated Articles were adopted (i) by means of a unanimous written consent of the shareholders of the Corporation dated as of April 21, 1998, in accordance with the terms of Section 607.0704 of the Florida Statutes and (ii) by means of a unanimous written consent of the Board of Directors of the Corporation dated as of April 21, 1998, in accordance with the terms of Section 607.0821 of the Florida Statutes.

30th NOW THEREFORE, the undersigned has executed these Articles of Incorporation this day of May, 1998.



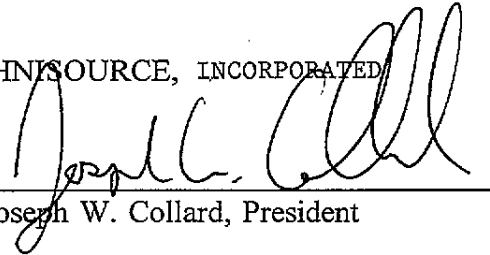
Joseph W. Collard, President

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF TECHNISOURCE, INCORPORATED**

The undersigned, Joseph W. Collard, as President of TECHNISOURCE, INCORPORATED
a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended by written consent on April 21, 1998, that the shareholders of the Corporation approve, and the shareholders have approved, pursuant to a unanimous written consent dated as of April 21, 1998, the number of votes cast for the amendment by the shareholders being sufficient for such approval, in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

TECHNISOURCE, INCORPORATED

By: 

Joseph W. Collard, President

Dated: May 30th, 1998