P00000045160



Ordered By:

Date:

UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

FOR PICKUP BY UCC SERVICES

OFFICE USE ONLY (Document #)

T. Burch

200003240692--05/05/00--01037--011 *****70,00 *****70.00 CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): Walk In Pick Up Time Certified Copy Mail Out Certificate of Status Will Wait Certificate of Good Standing RUSH Photocopy ARTICLES ONLY ALL CHARTER DOCS ENEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A. Officer/Director Certificate of Figure 1005 Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger FICTITIOUS NARE CORP SEAR OTHER FILINGS REGISTRATION/QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

FILED

ARTICLES OF INCORPORATION OF INTEGRATION SPECIALISTS, INC.

00 MAY -5 PM 2:47

SECKETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I NAME

The name of the Corporation is INTEGRATION SPECIALISTS, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 17323 Linda Vista Circle, Lutz, Florida 33549.

ARTICLE III PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue Forty Thousand (40,000) shares of common stock, \$.001 par value per share, consisting of (i) Twenty Thousand (20,000) shares of Class A Common Stock, \$.001 par value per share (the "Class A Common Stock"), and (ii) Twenty Thousand (20,000) shares of Class B Common Stock, \$.001 par value per share (the "Class B Common Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

1. Class A Common Stock.

- (a) Voting. Each holder of record of shares of Class A Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record.
- (b) Dividends. Subject to the prior rights of the holders of all classes or series of stock at the time outstanding having prior rights as to dividends, the holders of shares of Class A Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation

legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

- 2. <u>Class B Common Stock.</u> The rights of holders of Class B Common Stock shall be identical in all respects to the rights of holders of Class A Common Stock, except as follows:
 - (a) Voting. Except as otherwise required under Florida law, holders of record of shares of Class B Common Stock shall have no voting rights.
 - (b) Dividends. When and as dividends and distributions, whether in cash or property or in securities of the Corporation (or subscription rights to purchase or acquire securities of the Corporation) may be declared, are paid or made on shares of the Class A Common Stock then outstanding, the Board of Directors shall also declare a dividend or distribution at the same rate and in like kind upon the shares of Class B Common Stock then outstanding, so that the Class B Common Stock will participate equally with the Class A Common Stock, share for share, in such dividend or distribution; provided, however, that in the event of a dividend or distribution payable in shares of Class A Common Stock, the dividend or distribution upon the shares of Class B Common Stock shall be payable in a like number of shares of Class B Common Stock

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name <u>Address</u>

Victoria J. Elliot 101 East Kennedy Boulevard

Suite 2800

Tampa, Florida 33602

ARTICLE VI INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name Address

Victoria J. Elliot 101 East Kennedy Boulevard

Suite 2800

Tampa, Florida 33602

<u>ARTICLE VII</u> INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this Handwith day of May, 2000.

Victoria J. Elliot, Incorporato

CERTIFICATE OF DESIGNATION 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 Integration Specialists, Inc.
- 2. The name and address of the registered agent and office are:

Victoria J. Elliot 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

SIGNATURE: _______ TITLE: Victoria J. Elliot Incorp

DATE: May 1, 2000

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Victoria J. Elliot, Registered Agent