

**HOWARD & HELMER S<sub>PLC</sub>**  
Attorneys at Law

Leland R. Howard II  
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Rebecca L. Adams

*P000000069095*

**FILED**  
00 JUL 17 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 13, 2000

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Incorporation of Magnitude Management, Inc.

Dear Secretary of State:

800003325178--8  
-07/17/00--01123--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

We include for filing three (3) originally executed Articles of Incorporation for Magnitude Management, Inc. Additionally, we include a draft made payable to the Florida Secretary of State in the amount of \$70.00 for the filing fee. Please return the file stamped copies of the Articles of Incorporation to us in the self-addressed stamped envelope.

Thank you for your assistance in this regard. Please contact us at the address or telephone number below if there are any further requirements for registration with your office.

Very truly yours,

*Allan E. Dunaway*

Allan E. Dunaway

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
MAGNITUDE MANAGEMENT, INC.**

**FILED**  
**00 JUL 17 AM 9:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as the incorporator of a corporation organized under and pursuant to the provisions of Chapter 607 of the Florida Revised Statutes, states as follows:

**ARTICLE I**

The name of the corporation is Magnitude Management, Inc. (hereinafter the "Corporation").

**ARTICLE II**

The mailing address of the Corporation's principal office is 7404 Transom Court, Tampa, Hillsborough County, Florida, 33607.

**ARTICLE III**

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of capital stock with no par value.

**ARTICLE IV**

There are no preemptive rights granted to the shareholders. The Board of Directors has the authority to grant such rights to the shareholders in conformity with Florida law and the By Laws of the Corporation.

**ARTICLE V**

The street address of the Corporation's initial registered office is 7404 Transom Court, Tampa, Hillsborough County, Florida 33607, and the name of its initial registered agent at that office is Michelle Smith.

**ARTICLE VI**

The name and mailing address of the incorporator is Allan E. Dunaway, 2202 Citizens Plaza, 500 W. Jefferson Street, Louisville, Jefferson County, Kentucky, 40202.

**ARTICLE VII**

The initial Board of Directors shall consist of two (2) Directors. The Director shall be Jessica Levin and Michelle Smith, and their addresses are the same as the principal office of the Corporation. The number of Directors may be changed from time to time as provided for within the By-Laws of the Corporation.

## **ARTICLE VIII**

The highest amount of indebtedness or liability which the Corporation may incur, including the right to borrow, is unlimited.

## **ARTICLE IX**

The Corporation shall be organized for the transaction of any and all lawful business for which a Corporation may be incorporated.

## **ARTICLE X**

A shareholder shall not be personally liable for the acts or debts of the Corporation, nor shall the private property of a shareholder be subject to the payment of corporate debts or liabilities by reason of being a shareholder.

## **ARTICLE XI**

The Corporation shall indemnify its directors, officers, employees and agents against personal liability for acts or omissions in the course of their duties to the maximum extent permitted by law.

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her duties as a Director, provided that this provision shall be construed to the maximum extent which is consistent with applicable law but shall not eliminate or limit the liability of a director for any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders, or acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be in violation of law, for any vote or assent to an unlawful distribution to shareholders as prohibited under Florida Revised Statute 607.0834, or for any transaction from which the Director derived an improper personal benefit. Further, this limitation of personal liability for monetary damages for breach of a Director's duties is subject to the provisions herein, specifically Article XII.

## **ARTICLE XII**

Notwithstanding Article XI, no Director or Officer shall act in such a manner so as to contractually obligate the Corporation to a debt or to the performance of a contract, the total value of which exceeds One Thousand Dollars (\$1,000.00) without the express authority of a majority of the Board of Directors. A Director or Officer who so violates the foregoing provision shall be personally liable to the Corporation for any loss incurred by the Corporation as a result of the offending Director or Officer's actions, to the extent such loss exceeds One Thousand Dollars (\$1,000.00), except insofar as the Director or Officer's actions are later adopted or ratified by the Corporation acting through a majority of its Board of Directors.

EXECUTED in triplicate originals this 13th day of June, 2000.

Allan E. Dunaway  
Allan E. Dunaway, Incorporator

FILED  
00 JUL 17 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COMMONWEALTH OF KENTUCKY )  
COUNTY OF JEFFERSON ) SS:  
)

I hereby certify that the foregoing Articles of Incorporation of Magnitude Management, Inc. were signed, sworn and acknowledged before me by Allan E. Dunaway, Incorporator, on June 13, 2000.

My commission expires: 2/8/2002

Jon Pardue  
Notary Public

[SEAL]

**Statement of Consent of Registered Agent of Magnitude Management, Inc.**

Having been named as registered agent to accept service of process for the above stated corporation, Magnitude Management, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Michelle Smith  
Michelle Smith, Registered Agent

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH ) SS:  
)

I do hereby certify that on this day the foregoing Statement of Consent of Registered Agent of Magnitude Management, Inc. was produced, signed and acknowledged before me by Michelle Smith, Registered Agent.

My commission expires:  Victoria VandeBrink  
Commission # CC 779028  
Expires SEP 29, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Victoria VandeBrink  
Notary Public

THIS INSTRUMENT PREPARED BY:

HOWARD & HELMERS, PLC

By: Allan E. Dunaway  
Allan E. Dunaway

2202 Citizens Plaza  
500 W. Jefferson Street  
Louisville, Kentucky 40202  
(502) 581-0077  
(502) 581-0078 (FAX)

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