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Battaglia, Ross, Dicus & Wein, P.A.

Anthony J. Battaglia  
Howard P. Ross ‡  
Anthony O. Dicus, Jr.  
Stephen J. Wein  
Kelli Hanley Crabb  
Brian P. Battaglia  
Robert E. Jaggen  
Edwin B. Jaggen

Attorneys at Law

First Union Building 980 Tyne Boulevard  
Post Office Box 41100  
St. Petersburg, Florida 33743-1100  
Tel: (727) 381-2300 Fax: (727) 343-4059  
brdw@brdwlaw.com

Christian B. Ancege, II  
Timothy W. Weber  
Maureen J. Ancege  
Kaci L. Jones  
Sean Kelly Konakis  
Sean H. McQuaid

‡ Board Certified Civil Trial and Business Litigation Lawyer

Larson & Larson, P.A.  
Counsel for Intellectual Property

November 10, 2000

Florida Department of State  
Division of Corporations  
The Capitol  
Post Office Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Skipper's Office Solutions, Inc

Dear Madam/Sir:

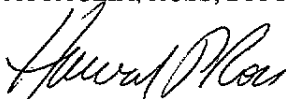
Enclosed please find an original and a copy of Articles of Incorporation for the above named corporation.

I have also enclosed our check in the amount of \$78.75, which represents the filing fee for the Articles of Incorporation and Designation and Acceptance by Registered Agent, and fee for Certificate of Status.

Please file the originals of the enclosed with an effective date of November 10, 2000, and return a date stamped copy to me in the self-addressed, stamped envelope I have provided.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

  
Howard P. Ross

HPR:brs  
Enclosures

FILED  
00 NOV 14 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gj 11/16

ARTICLES OF INCORPORATION  
OF  
SKIPPER'S OFFICE SOLUTIONS, INC.

FILED  
00 NOV 14 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is SKIPPER'S OFFICE SOLUTIONS, INC.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, at \$1.00 par value per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the corporation's initial registered agent and the office is:

D.L. Skipper  
215 South Magnolia Avenue  
Ocala, FL 34474

ARTICLE VI  
CORPORATE ADDRESS

The street address of the initial principal office of the corporation is as follows:

205 South Magnolia Avenue  
Ocala, FL 34474

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

HOWARD P. ROSS  
980 Tyrone Blvd.  
St. Petersburg, FL 33710

**ARTICLE VIII  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE IX  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE X  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIII**  
**DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XIV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

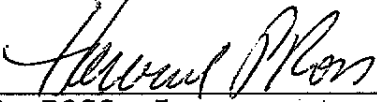
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors or of a committee that approves such contract or transaction.

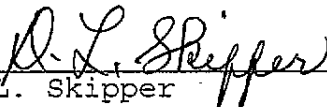
ARTICLE XV  
INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

WHEREBY, the undersigned Incorporator has executed these Articles of Incorporation the 10<sup>th</sup> day of November 2000.

  
\_\_\_\_\_  
HOWARD P. ROSS, Incorporator

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation on this 10<sup>th</sup> day of November 2000.

  
\_\_\_\_\_  
D.L. Skipper

FILED  
00 NOV 14 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA