

P01000001108

JEFFREY E. CAMPION, P.A.
ATTORNEY AT LAW

644 SE 4TH AVENUE
FORT LAUDERDALE, FLORIDA, 33301

Jeffrey E. Campion
campionj@hotmail.com

TELEPHONE (954) 764-6899
TELEFAX (954) 764-6789

FILED
00 DEC 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: AP Solutions, Inc.

Dear Sir or Madam:

Attached are two (2) copies of the Articles of Incorporation for the above-mentioned company and a check for \$78.75. I am requesting that you send me a copy of the Articles after acceptance.

If you have any questions, please advise.

Thank you.

400003512974- - 7
-12/26/00--01077--016
*****78.75 *****78.75

Sincerely,


Jeff Campion

JC:ma

Attachments as noted.

Fax Audit Number:

ARTICLES OF INCORPORATION
OF
AP Solutions, Inc.

FILED
00 DEC 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is AP Solutions, Inc. (the "Corporation").

ARTICLE II
Powers

The organization is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III
Authorized Capital

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV
Address

The address of the principal office of the Corporation and its mailing address is: c/o Jeffrey E. Campion, P.A., 644 SE 4th Avenue, Fort Lauderdale, Florida 33301

Preparer:

Jeffrey E. Campion, Esq.
Florida Bar No. 0125504
Jeffrey E. Campion, P.A.
644 SE 4th Avenue
Fort Lauderdale, Florida 33301
(954) 764-6789 (fax)

Fax Audit Number:

Fax Audit Number:

ARTICLE V
Registered Office and Agent

The street address of the Corporation's initial registered office is 644 SE 4th Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent at such office is the law office of Jeffrey E. Campion, P.A.

ARTICLE VI
Indemnification

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

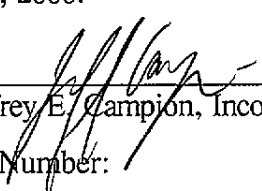
Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an 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 another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is Jeffrey E. Campion, Jeffrey E. Campion, P.A., 644 SE 4th Avenue, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 20th day of December, 2000.



Jeffrey E. Campion, Incorporator

Fax Audit Number:

Fax Audit Number:

FILED
00 DEC 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for , at the place designated in the articles of incorporation:

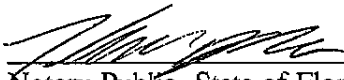
- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 20th day of December, 2000.

Jeffrey E. Campion, P.A.

By: 
Jeffrey E. Campion, President

The foregoing instrument was acknowledged before me on this ___ day of December, 2000 by Jeffrey E. Campion., to me personally known and who has taken the oath.


Notary Public, State of Florida

Thomas J. Shea, III
(Print Name)
My Commission Expires: _____

Dated as of the 20th day of December, 2000

 **THOMAS J. SHEA, III**
COMMISSION # CC 715319
EXPIRES FEB 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Fax Audit Number: