

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000014765

3allagherty Virtual Productivite  
"VPe", Inc

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-02/08/01--01070--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

- 01 FEB -8 PM 1:56  
FILED  
TALLAHASSEE, FLORIDA  
RECEIVED  
01 FEB -8 AM 11:35  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS
- ☒ Art of Inc. File
  - ☐ LTD Partnership File
  - ☐ Foreign Corp. File
  - ☐ L.C. File
  - ☐ Fictitious Name File
  - ☐ Trade/Service Mark
  - ☐ Merger File
  - ☐ Art. of Amend. File
  - ☐ RA Resignation
  - ☐ Dissolution / Withdrawal
  - ☐ Annual Report / Reinstatement
  - ☒ Cert. Copy
  - ☐ Photo Copy
  - ☒ Certificate of Good Standing
  - ☐ Certificate of Status
  - ☐ Certificate of Fictitious Name
  - ☐ Corp Record Search
  - ☐ Officer Search
  - ☐ Fictitious Search
  - ☐ Fictitious Owner Search
  - ☐ Vehicle Search
  - ☐ Driving Record
  - ☐ UCC 1 or 3 File
  - ☐ UCC 11 Search
  - ☐ UCC 11 Retrieval

Signature

Requested by:

Name SR Date 2/8/01 Time 10:18

Walk In

Will Pick Up

Courier

**ARTICLES OF INCORPORATION**  
**OF**  
**GALLAGHER'S VIRTUAL PRODUCTIVIT<sub>e</sub> ("VP<sub>e</sub>"), INC.**

**FILED**  
01 FEB -8 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this corporation is **GALLAGHER'S VIRTUAL PRODUCTIVIT<sub>e</sub> ("VP<sub>e</sub>")**  
**INC.**

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the following purposes:

- A. To transact any and all lawful business.
- B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of this corporation.
- C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE V  
CAPITAL STOCK**

A. The corporation is authorized to issue 5,000 shares of \$1.00 par value common stock, which shall be designated as "common shares."

B. Except as otherwise provided by law or in the By-laws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI  
ADDRESS**

The mailing address of the principal and registered office of this corporation is 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is Maurice Shams, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII  
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the initial members of the Board of Directors are:

Kevin Gallagher  
1991 Summit Park Dr.-Suite 1000  
Orlando, Florida 32810

Elmo Gallagher  
5950 Lakehurst Drive  
Orlando, Florida 32819

**ARTICLE IX  
INCORPORATORS**

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

Maurice Shams  
111 N. Orange Avenue, Suite 1200  
Orlando, Florida 32801

## **ARTICLE X OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be the officers of the Corporation until the first meeting of the Board of Directors: Elmo Gallagher and Kevin Gallagher

## **ARTICLE XI BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

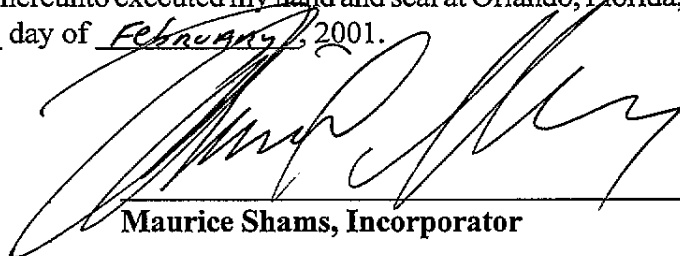
## **ARTICLE XII MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

## **ARTICLE XIII AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto executed my hand and seal at Orlando, Florida, these Articles of Incorporation this 22 day of February, 2001.



Maurice Shams, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of FEB.,  
2001, by Maurice Shams, who ~~X~~ is personally known to me OR ( ) produced N/A  
as identification.



Doris Askins  
MY COMMISSION # CC945327 EXPIRES  
August 2, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

Doris Askins  
Notary Public, State of Florida  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Maurice Shams  
Registered Agent

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01 FEB - 8 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA