

TRANSMITTAL LETTER

P01000026065

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: POWER DATA SOFTWARE Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003828606--2
-03/09/01--01102--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: RODNEY LANGSTON
Name (Printed or typed)
12909 N. 56th ST. Suite 301
Address
Tampa, FL 33637
City, State & Zip
813 988-0922
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
PowerData Software Corporation

Preamble

The undersigned, as incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (F.S.A. Chapter 607) do hereby adopt the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME

The name of this corporation shall be: PowerData Software Corporation.

ARTICLE TWO
Term of EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE THREE
NATURE OF BUSINESS

The nature of the business is to provide personal computer programming and design and/or any and all other related services.

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, lease possess, maintain, handle on consignment, own hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in, respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including, but not limited to, money, credits, chooses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial, paper and other obligations and evidences of interest in or indebtedness of any person firm or corporation foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and ever other kind and character of personal property (improve and unimproved) and the products and avail thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others;

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TALLAHASSEE, FLORIDA

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations;

To let concessions to others to do any of the things that this corporation is in empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any government or authority of subdivision or agency thereof;

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clauses, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to any not in limitation of said general powers.

To transact all lawful business for which Corporation organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

ARTICLE FOUR PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 12909 N. 56th Street, Suite 301, Tampa, FL 33617.

ARTICLE FIVE AUTHORIZED STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a 1 par value of \$1.00 per share.

ARTICLE SIX PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to Section 607.0630 Florida Statutes, as amended from time to time.

ARTICLE SEVEN STOCK TRANSFER

Shares of stock in this corporation shall not be transferred or sold until the sale of transfer has been reported to and approved by the Board of Directors.

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof, as determined by the Board of Directors. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the

Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of 45 days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit, except to the extent that such disposal would compromise, invalidate, or jeopardize the Corporation's tax or legal status, by virtue of such action(s).

Each share certificate issued by the Corporation shall have printed or stamped on it the following legend; "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation any the Bylaws. The securities represented by this certificate have not been registered under the Securities Act of 1933 not the Securities Laws of Florida, and may not be sold or otherwise transferred pursuant to either Act in the absence of an opinion of counsel of the Corporation, or counsel engaged by the Corporation, that registration is not required under either Act, except where such shares are transferred pursuant to the Bylaws of the Corporation".

Shares are transferable on the books of the Corporation upon presentation of a certificate properly endorsed, provided all indebtedness of the owner to the Corporation, including any assessments, has been paid.

ARTICLE EIGHT

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of initial Registered Office of the Corporation is 12909 N. 56th Street, Suite 301, Tampa, Florida 33617, and its initial Registered Agent located at that address is Rodney Langston.

ARTICLE NINE

DIRECTORS

The Corporation shall have no more than four (4) nor less than one (1) Director(s) who shall be responsible for managing the affairs of the Corporation. The number of members of the Board of Directors maybe increased to as many as four persons.

The initial Director of the Corporation as set forth hereinbelow shall remain Director until the election of Directors pursuant to the Bylaws of the Corporation. The Initial Director is as follow:

NAME	ADDRESS
Rodney Langston	12909 N. 56th Street, Suite 301 Tampa, Florida 33617

ARTICLE TEN

INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a director, officer, or agent of the Corporation or serves or serves any other enterprise at the request of the Corporation.

ARTICLE ELEVEN

INSURANCE AGAINST PROFESSIONAL LIABILITY

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who 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, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles, or under the law.

ARTICLES TWELVE INCORPORATOR

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

NAME	ADDRESS
Rodney Langston	12909 N. 56th street, Suite 301 Tampa, Florida 33617

ARTICLE THIRTEEN OFFICERS

The officers of this Corporation shall be a President, who shall be a Director of the Corporation; A Vice President, A Secretary and a Treasurer, and such other officers and Agents as may be necessary. All Officers and Agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the Bylaws of the Corporation or determined by the Board of Directors. Any person may add pursuant to these Articles. The name and address of the initial Officer of this Corporation is:

NAME	
Rodney Langston 12909 N. 56th street, Suite 301 Tampa1 Florida 33617	President

ARTICLE FOURTEEN FISCAL YEAR

POSITION
The fiscal year of this corporation shall commerce on January first and end on December thirty-first.

ARTICLE FIFTEEN SPECIAL PROVISION

It is the intent of the Corporation to qualify under section 1244 of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

The Corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable to natural persons who are not nonresident aliens.

ARTICLE SIXTEEN
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by the Corporate Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day March, 2001

Rodney Langston
Rodney Langston, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA }
COUNTY OF HILLSBOROUGH }

Before me personally appeared RODNEY LANGSTON to me known to be the person described in, and who executed, the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day March, 2001



Ronald B. Fuqua
Notary Public
MY COMMISSION # CC814680 EXPIRES
March 7, 2003
BONDED THRU TROY FAIN INSURANCE INC.

My Commission Expires:

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. The name of the Corporation is: POWERDATA SOFTWARE CORPORATION and the name and address of the registered agent is:

RODNEY LANGSTON
12909 N. 56th Street, Suite 301
TAMPA, FLORIDA 33617

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.