

PO1000028522**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : COOK & KOCH, P.A.
Account Number : I20000000086
Phone : (813) 272-1259
Fax Number : (813) 221-9736

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FLORIDA PROFIT CORPORATION OR P.A.**Peer 360**

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**ARTICLES OF INCORPORATION
OF
PEER 360, INC.**

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

**ARTICLE ONE
Name**

- 1.1 The name of the corporation is Peer 360, Inc.

**ARTICLE TWO
Duration**

- 2.1 The term of existence of the corporation is perpetual.

**ARTICLE THREE
Purpose**

- 3.1 The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE FOUR
Capital Stock**

- 4.1 The aggregate number of shares that the corporation has authority to issue is Ten Thousand (10,000), all of which shall be common shares having a (\$.01) par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the directors of the corporation at any regular or special meeting of the same.

**ARTICLE FIVE
Preemptive Rights**

- 5.1 Each shareholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. However, each shareholder shall only have preemptive rights in the portion of shares being issued or sold equal to the proportionate amount of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE SIX
Principal and Registered Offices**

- 6.1 The initial principal office of the corporation is located at 475 Central Avenue, Suite 403, St. Petersburg, Florida 33701. The initial mailing address of the corporation is P.O. Box 20350, St. Petersburg, Florida 33742.

- 6.2 The corporation's initial registered office is Cook & Koch, P.A., One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602. The corporation's initial registered agent at that address is Ronald D. Cook. By signing these Articles of Incorporation, the registered agent accepts the designation and agrees to comply with all provisions of the Florida Statutes relating to that designation, including keeping the registered office open during the appointed hours of operation.

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ARTICLE SEVEN
Incorporator

7.1 The name and address of the incorporator is: Ronald D. Cook, Cook & Koch, P.A., One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602.

ARTICLE EIGHT
Takeover Provisions

8.1 The corporation shall not be subject to the provisions of Florida Statutes Section 607.0901 governing affiliated transactions between interested shareholders and the corporation.

8.2 The corporation shall not be subject to the provisions of Florida Statutes Section 607.0902 governing shareholder voting and dissenters rights in the event of a control share acquisition of the corporation's issued and outstanding control shares.

ARTICLE NINE
Commencement of Existence

9.1 The corporation shall commence its existence on the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has subscribed to the foregoing Articles of Incorporation and acknowledge the same under the laws of the State of Florida, this 20th day of March.

RONALD D. COOK
Incorporator


Signature

RONALD D. COOK
Registered Agent


Signature

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**AGREEMENT OF REGISTERED AGENT
FOR PEER 360, INC.**

I agree to act as Registered Agent for Peer 360, Inc., and to accept service of process; to keep my office open during the prescribed hours; to post my name (and any officers of said corporation authorized to accept service of process at the above-stated corporation's Florida designated address) in some conspicuous place in the office as required by law. 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 the position of registered agent.

Dated this March 20, 2001.



Ronald D. Cook
Cook & Koch, P.A.
Registered Agent
One Tampa City Center, Suite 3010
201 N. Franklin Street
Tampa, Florida 33602

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