

# PO1000061737

## COVER LETTER FOR FILING ARTICLES

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

Expedited: Dept. of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Filing Fee.....\$70  
Non-Profit.....\$70  
LLC.....\$250

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-05/18/01--01145--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Total Outsourcing Partners, Inc.

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (760) 634-5339. You may call me at (888) 267-7872 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.  
ATTN: KELLY BRUCE  
630 Neptune Avenue  
Encinitas, CA 92024

Sincerely,

Steven Chase  
Incorporator  
U.S. Corporations, Inc.

FILED  
01 JUN 18 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch JUN 21 2001

*Secretary of State  
Corporations Division  
State of Florida*

ARTICLES OF INCORPORATION

OF

Total Outsourcing Partners, Inc.

**FILED**  
01 JUN 18 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

Total Outsourcing Partners, Inc.

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

830-13 A1A North  
Suite 223  
Punta Vedra Beach, FL 32082

The initial agent at such address is Thomas Schenck

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and Business address and place of residence of the incorporator is as follows:

Steven P. Chase  
7536 Forsyth  
Suite 178  
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is One (1).

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Thomas Schenck -  
1075 Broadripple Avenue,  
Indianapolis, IN 46220

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is software and technology outsourcing.

ARTICLE NINE: The address of the business office or headquarters is:

830-13 A1A North,  
Ste 223,  
Ponta Vedra Beach, Fl 32082

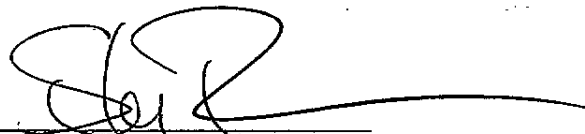
The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 6/13/01.

Incorporator: Steven P. Chase

Signature:

  
Steven P. Chase-Incorporator

CERTIFICATE OF DESIGNATION OF  
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 RESTORED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

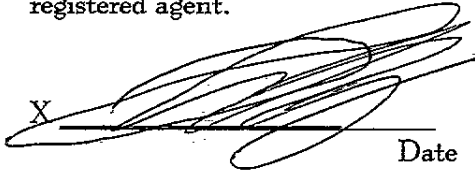
1. The name of the corporation is: Total Outsourcing Partners, Inc.

2...The name and address of the registered agent and office is:

Thomas Schenck  
830-13 A1A North  
Suite 223  
Ponta Vedra Beach, FL 32082

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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.

X  Date 6/12/01

DIVISION OF CORPORATIONS, PO BOX 8327, TALLAHASSEE, FL 32314