

FROM  
DIVISION of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Florida Department of State**  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Document Management & Support, Inc.**

Certificate of Status	1
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Page Count	13
Estimated Charge	\$78.75

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**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

June 26, 2001

**FOLEY & LARDNER**

**SUBJECT: DOCUMENT MANAGEMENT & SUPPORT, INC.**  
**REF: W01000014730**

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The registered agent must sign accepting the designation.

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Becky McKnight  
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**ARTICLES OF INCORPORATION  
OF  
DOCUMENT MANAGEMENT & SUPPORT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as sole incorporator of **DOCUMENT MANAGEMENT & SUPPORT, INC.**, (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the Florida Statutes:

**ARTICLE 1**

**Name**

The name of the Corporation is: **DOCUMENT MANAGEMENT & SUPPORT, INC.**

**ARTICLE 2**

**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3**

**Capital Stock**

**3.1 Authorized Shares.** The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 60,000,000 shares, of which 50,000,000 shares shall be Common Stock having a par value of \$0.001 per share ("Common Stock") and 10,000,000 shares shall be Preferred Stock, \$0.001 par value per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

**3.2 Common Stock.**

**(A) Relative Rights.** The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

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(B) Voting Rights. Except as otherwise provided in these Articles of Incorporation, except as otherwise provided by the FBCA and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(C) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(D) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

### 3.3 Preferred Stock.

(A) Issuance, Designations, Powers Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences and other rights of the shares of each such class or series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

- (1) the number of shares constituting that class or series and the distinctive designation of that class or series;
- (2) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative

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rights of priority, if any, of payments of dividends on shares of that class or series;

- (3) whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;
- (4) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (5) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (6) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
- (7) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and
- (8) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations or restrictions on that class or series.

(B) Series A Preferred Stock. One Million (1,000,000) shares of Preferred Stock are hereby designated as Series A Preferred Stock (the "Series A Preferred Stock"). The terms and provisions of the Series A Preferred Stock are as follows:

(1) Definitions. For purposes of this Section 3.3 (B), the following definitions shall apply:

- (i) "Convertible Securities" shall mean any bonds, debentures, notes or other evidences of indebtedness, and any warrants, shares or any other securities (other than shares of Series A Preferred Stock) convertible into, exercisable for, or exchangeable for Common Stock.

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- (ii) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.
- (iii) "Original Issue Date" shall mean the date upon which shares of series A Preferred Stock are first issued.
- (iv) "Original Issue Price" shall mean \$1.00 for each share of Series A Preferred Stock, subject to equitable and proportional adjustment in the event of stock splits, reverse splits, recapitalization and the like.
- (v) "Preferred Stock" shall mean all outstanding series of Preferred Stock, from time to time.

(2) Dividends.

- (i) Treatment of Series A Preferred Stock. Each share of Series A Preferred Stock shall bear an annual dividend of 10¢ per share, payable in quarterly installments on the first day of January, April, July and October. Dividends on the Series A Preferred Stock shall be cumulative, but not participating with dividends on the Common Stock or any other series of Preferred Stock.
- (ii) Priority of Dividends. No Distributions shall be paid on any Common Stock of the Corporation during any fiscal year of the Corporation unless all dividends provided in Section 3.3(B)(2) above have been paid to the holders of the Series A Preferred Stock for such year and all prior years.

(3) Liquidation Rights.

- (i) Series A Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation"), either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the Original Issue Price plus an amount equal to all declared and unpaid dividends thereon (the "Series A Liquidation Preference"), if any, to the date that payment is made, before any payment shall be made or any assets distributed to the holders of Common Stock.

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- (ii) If upon the liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full Series A Liquidation Preference for their shares, then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the aggregate Series A Liquidation Preference each such holder is otherwise entitled to receive.
- (iii) Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined by the Board of Directors.

(4) Conversion. The Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- (i) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or the transfer agent for the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible one (1) share of Common Stock, and shall be subject to adjustment as provided herein. The number of shares of Common Stock into which each share of Series A Preferred Stock may be converted is hereinafter referred to as the "Conversion Rate."
- (ii) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Rate for such shares immediately upon the closing of a firmly underwritten public offering pursuant to the Securities Act of 1933, as amended (the "Securities Act") on Form S-1 (as defined in the Securities Act), in which the aggregate gross proceeds to the Corporation are not less than \$20,000,000 and after which the Corporation's Common Stock is listed on a national securities exchange or admitted for quotation on the Nasdaq National Market (or any successor exchange or automatic quotation system).

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- (iii) **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined in good faith by the Board of Directors of the Corporation. For such purpose, all shares of Series A Preferred Stock held by each holder shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of the transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to paragraph 4(b) above, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Series A Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any declared and unpaid dividends on the converted Series A Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date

of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of the sale of such securities.

(iv) Adjustments to Conversion Rate.

(a) Stock Dividends. In the event the Corporation at any time or from time to time after the Original Issue Date shall declare or pay any dividend on the Common Stock payable in Common Stock, and with respect to which no similar Common Stock dividend is to be distributed to holders of Series A Preferred Stock, then and in any such event, the Conversion Rate in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately increased.

(b) Adjustments for Subdivisions or Combinations of Common. In the event the outstanding shares of Common Stock shall be subdivided (by stock split or otherwise other than by payment of a dividend in Common Stock), into a greater number of shares of Common Stock, the Conversion Rate in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately increased. In the event the outstanding shares of Common Stock shall be combined into a lesser number of shares of Common Stock, the Conversion Rate in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately decreased.

(c) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Rate then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock which a holder of the number of shares of Common

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Stock deliverable upon conversion of the Series A Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification.

(d) **Certificate of Adjustments.** Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 3.3(B)(4), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Rate at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

(e) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(5) **Redemption.** The Series A Preferred Stock may be redeemed by the Corporation at any time upon sixty (60) days prior written notice at a redemption price per share (the "Redemption Price") equal to the sum of (i) the Original Issue Price, plus (ii) all dividends declared and unpaid due through the date of redemption, plus (iii) interest on declared and unpaid dividends at a rate of 10% per annum from the date when payment was due through the date of redemption. Any notice of redemption under this Section 3.3(B)(5) shall offer to redeem all (and not less than all) of the shares of Series A Preferred Stock. At any time prior to the date of redemption, any holders of the Series A Preferred Stock may elect to convert all or part of his or her shares of Series A Preferred Stock to Common Stock pursuant to the provisions of Section 3.3(B)(4). From and after the date of redemption, unless the holder has elected to exercise the conversion rights under Section 3.3(B)(4), the shares of Series A Preferred Stock shall be automatically cancelled and become a right to receive payment in full of the Redemption Price.

(6) **Director.** The holders of the Series A Preferred Stock shall be entitled to elect, as a class, one (1) member of the Board of Directors of the Corporation. The director elected by the holders of the Series A Preferred Stock shall not be removed without the vote of a majority of the holders of the Series A Preferred Stock, voting as a class. The

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holders of the Series A Preferred Stock shall not be entitled to vote for any other directors of the Corporation.

(7) **Voting.** Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall not vote as separate classes.

**3.4 Dissolution, Liquidation, Winding Up.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

**3.5 No Preemptive Rights.** Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

#### **ARTICLE 4** **Board of Directors**

**4.1 Initial Director.** There shall initially be one member of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial member of the Board of Directors is Stephen J. Ayoub, and his address is 2203 N. Lois Avenue, Suite 702, Tampa, FL 33607.

**4.2 Number and Election of Directors.** Except as otherwise provided in these Articles of Incorporation or Articles of Amendment filed pursuant to Section 3.3 hereof relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"), but in no event shall the number of directors be less than one (1). Each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal. At each annual meeting of the shareholders, directors shall be elected to hold office for a term expiring at the next annual meeting of the shareholders and until their successors shall have been duly elected and qualified or until such director's earlier death, resignation or removal.

**4.3 Change of Number of Directors.** No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**4.4 Directors Elected by Holders of Preferred Stock.** Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the

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Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation, as amended by Articles of Amendment applicable to such classes or series of Preferred Stock.

**4.5 Exercise of Business Judgment.** In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the State of Florida and the United States.

## **ARTICLE 5**

### **Action By Shareholders**

**5.1 Call For Special Meeting.** Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

## **ARTICLE 6**

### **Indemnification**

**6.1 Provision of Indemnification.** The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation,

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partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). The term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in Section 607.0850, Florida Statutes (2001). The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

## **ARTICLE 7**

### **Amendments**

**7.1 Articles of Incorporation.** Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty percent (60%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally at the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty percent (60%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles 4, 5, 6 or this Article 7 of these Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

**7.2 Bylaws.** The shareholders of the Corporation may adopt or amend a by law which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

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**ARTICLE 8**

**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 200 Laura Street North, Third Floor, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F & L Corp.

**ARTICLE 9**

**Principal Office and Mailing Address**

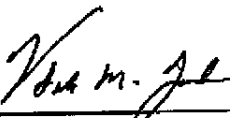
The address of the Principal Office of the Corporation and its mailing address is 2203 Lois Avenue, Suite 702, Tampa, Florida 33607. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE 10**

**Incorporator**

The name and address of the sole Incorporator of the Corporation is: Vitauts M. Gulbis, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, FL 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 21st day of June, 2001.

  
\_\_\_\_\_  
Vitauts M. Gulbis, Incorporator

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**ACCEPTANCE OF APPOINTMENT**  
**BY INITIAL REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, having been named in Article 8 of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

**DATED** this \_\_\_\_ day of June, 2001.

**F & L CORP.**



Martin A. Traber, Esquire

Title: Vice President

100 N. Tampa Street, Suite 2700

Tampa, Florida 33602