

# PO10000069026

## Florida Department of State

Division of Corporations

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : CREATIVE PRODUCTS DEVELOPMENT, INC.  
Account Number : I20010000010  
Phone : (407) 538-5859  
Fax Number : (407) 521-0811

## FLORIDA PROFIT CORPORATION OR P.A.

Independent Call Centers, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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B. McKnight JUL 13 2001

**ARTICLES OF INCORPORATION  
OF  
INDEPENDENT CALL CENTERS, INC.**

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name and address of this corporation shall be:

Independent Call Centers, Inc.

**Mailing:**

8000 South Orange Avenue  
Orlando, Florida 32809

**Street**

8000 South Orange Avenue  
Orlando, Florida 32809

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TALLAHASSEE, FLORIDA

**ARTICLE II**

Existence of Corporation

This corporation shall have perpetual existence.

**ARTICLE III**

Purposes

The corporation may engage in the transaction of any or all lawful business for which the corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

The effective date of the corporation shall be July 12, 2001.

**ARTICLE V**

General Powers

The corporation shall have the power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in with real or personal property or any legal or equitable interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, and create a security interest in, lease exchange, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect, obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without the state.

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties and fix their compensation and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pensions plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and any other incentive and compensation plans for any or all directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

## ARTICLE VI

### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$.10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of the said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VII

### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 8000 S. Orange Avenue, Orlando, Florida 32809 and the name of the corporation's registered agent is Martin C. Flynn, Jr. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## ARTICLE VIII

### Initial Board of Directors

The number of the directors constituting the initial Board of Directors shall be one, and the name and address of each person who is to serve as a member thereof is as follows:

| <u>Name</u>          | <u>Address</u>                                  |
|----------------------|---|
| Martin C. Flynn, Jr. | 8000 S. Orange Avenue<br>Orlando, Florida 32809 |

## ARTICLE IX

### Officers

The name and address of the officers of this corporation are as follows:

| <u>Name</u>          | <u>Title</u>                        | <u>Address</u>                                  |
|----------------------|-------------------------------------|---|
| Martin C. Flynn, Jr. | President<br>Secretary<br>Treasurer | 8000 S. Orange Avenue<br>Orlando, Florida 32809 |

ARTICLE X

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI

Powers of Incorporator

The powers of the incorporator shall cease upon filing of the Articles of Incorporation.

ARTICLE XII

Stock Certificate Statement

Each stock certificate must carry a visible statement on the face of the security noting certain transfer restrictions exist including but not limited to the following; Transfer of the Corporation's securities is subject to certain rights and options granted to Independent Call Centers, Inc.; Any transfer without an estoppel letter from Independent Call Centers, Inc. may be void.

I, the undersigned incorporator, have executed these Articles for the uses and purposes therein stated.

Martin C. Flynn  
8000 S. Orange Avenue  
Orlando, Florida 32809  
Incorporator

  
July 12, 2001

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED  
INDEPENDENT CALL CENTERS, INC.**

In compliance with Sections 607.0501, Florida Statutes, the following is submitted:

Independent Call Centers, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of State of Florida has named and designated Martin C. Flynn, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 8000 S. Orange Avenue, Orlando, Florida 32809

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby 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 by duties and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 12th day of July, 2001



Martin C. Flynn

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TALLAHASSEE, FLORIDA

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