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FROM THE DESK OF:
HILLARY HODGES
e-mail: hhodges@mcfarlain.com

September 24, 2001

VIA HAND DELIVERY

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

RECEIVED
01 SEP 24 PM 4:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: *Articles of Incorporation for NexGen Consulting, Inc.*

Dear Sirs:

600004609656--0
-09/25/01--01003--015
*****70.00 *****70.00

Enclosed please find the original Articles of Incorporation of NexGen Consulting, Inc. including Registered Agent affidavit for filing. Also enclosed is a check for \$70.00 for execution of same.

Sincerely,

Hillary Hodges

Hillary Hodges

J. BRYAN SEP 24 2001

FILED
01 SEP 24 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEXGEN CONSULTING, INC.**

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01 SEP 24 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be NexGen Consulting, Inc.. The business and mailing address of the Corporation shall be 3411 Capital Medical Drive, Suite 200, Tallahassee, Florida 32308.

ARTICLE II

NATURE OF BUSINESS

The purpose of the Corporation is to engage in any business permitted under Florida law.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be at 215 South Monroe Street, Suite 600, Tallahassee, FL. 32301, and the initial registered agent of this Corporation at such office shall be Richard N. Sox, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process.

ARTICLE VI

DIRECTORS & INCORPORATORS

SECTION 1. The Corporation shall have two (2) directors and incorporators, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors and incorporators, whose initial terms of office as directors shall be for one year, are:

<u>Name</u>	<u>Address</u>
Christopher J. Eggert	215 Mill Branch Road Tallahassee, Florida 32312
Nickolette A. Eggert	215 Mill Branch Road Tallahassee, Florida 32312

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

- A. The director breached or failed to perform his duties as a director: and
- B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

- (a) Known, or so obvious that it should have been known, to the director; and
- (b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders as provided in the Bylaws.

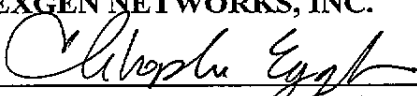
ARTICLE VII

INDEMNIFICATION

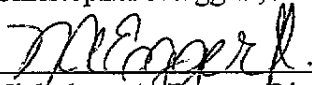
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused the Directors to execute these Articles of Incorporation this 20 day of SEPTEMBER, 2001

NEXGEN NETWORKS, INC.



Christopher J. Eggert, Director/Incorporator



Nickolette A. Eggert, Director/Incorporator

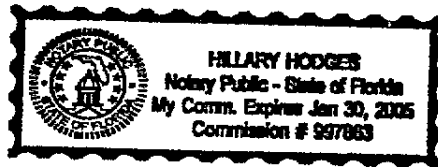
STATE OF Florida

COUNTY OF Leon

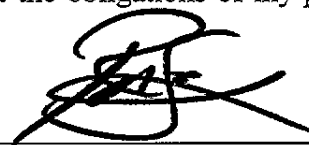
The foregoing Articles of Incorporation was acknowledged before me this 20th day of September, 2001, by **Christopher Eggert and Nickolette Eggert** as **Directors/Incorporators**, who are personally known to me or ~~who have produced~~ as identification and who did (did not) take an oath.

SEAL

Hillary Hodges
Notary Public



Having been named as Registered Agent and to accept service of process for the above stated corporation, 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.



Richard N. Sox, Jr.

FILED
01 SEP 24 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA