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FILED

3/1/2002

02 MAR 11 PM 2:33

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: TOTAL SOURCE SOLUTIONS INC.

Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$78.75. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Sincerely,

*Sandra M. Burchfield*  
SANDRA M BURCHFIELD

1032 Marlin Drive  
Rockledge.  
Florida 32955

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**ARTICLES OF INCORPORATION  
OF  
TOTAL SOURCE SOLUTIONS INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is TOTAL SOURCE SOLUTIONS INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSES**

This corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue five million (5,000,000) shares at \$1.00 par value, common stock, which shall be designated "Common Shares". One thousand (1,000) shares shall be issued initially.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1032 Marlin Drive, Rockledge, Florida 32955, and the name of the initial registered agent of this corporation at that address is: Kenneth Thornton-Smith.

## **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

SANDRA M BURCHFIELD of 1032 Marlin Drive, Rockledge, Florida 32955. and

KENNETH THORNTON-SMITH of 1032 Marlin Drive, Rockledge, Florida 32955.

## **ARTICLE IX - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office is 1032 Marlin Drive, Rockledge, Florida 32955, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

## **ARTICLE X - INCORPORATORS**

The name and address of the person signing these Articles are: SANDRA M BURCHFIELD of 1032 Marlin Drive, Rockledge, Florida 32955, and KENNETH THORNTON-SMITH of 1032 Marlin Drive, Rockledge, Florida 32955.

## **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

## **ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51 %) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIV - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XV - AMENDMENT**

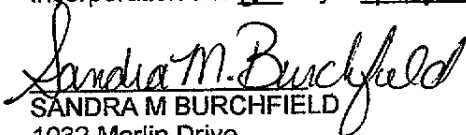
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial stockholder listed above may not be resold or Otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 16<sup>th</sup> day of March, 2002.

  
SANDRA M BURCHFIELD  
1032 Marlin Drive  
Rockledge,  
FL 32955

  
KENNETH THORNTON-SMITH  
1032 Marlin Drive  
Rockledge  
FL 32955

**STATE OF FLORIDA  
COUNTY OF BREVARD**

The foregoing Articles of Incorporation was acknowledged before me this 6<sup>th</sup> day of March, 2002, by SANDRA M BURCHFIELD, & KENNETH THORNTON-SMITH, who is personally known to me or who have produced FDL B64 793-B 850 as identification. FD-763-516-50-3742



Mary L. Simmons  
MY COMMISSION # CC95  
July 19, 2004  
BONDED THRU TROY FAIN

Mary L. Simmons  
Notary Public, State of Florida



Mary L. Simmons  
MY COMMISSION # CC955786 EXPIRES  
July 19, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 6/3/02

Kenneth Thornton-Smith  
Kenneth Thornton-Smith  
1032 Marlin Drive  
Rockledge.  
FL 32955