

PO2000041794
TRANSMITTAL LETTER

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

000005234640-00
-04/10/02-01017-016
*****87.50 *****87.50

SUBJECT: Network Insight Professionals, Inc.

Proposed Corporate Name – must include suffix

Enclosed are an original and one copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of
Status

\$78.75
Filing Fee
& Certified Copy
 \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen W. Dodd %/ Colleen Couture
Name (Printed or typed)
6251 Napa Drive
Address
Lakeland, FL 33813
City, State Zip Code
813-310-1817
Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 10 AM 9:33

Note: Please provide the original and one copy of the articles.

4/18/02
HCC

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607 AND/OR CHAPTER 621, F.S. (PROFIT)

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607, F.S.

ARTICLE I NAME

The name of the Corporation (hereinafter, "the Corporation") shall be Network Insight Professionals, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 6251 Napa Drive, Lakeland, FL 33813.

ARTICLE III PURPOSE OF THE CORPORATION

The Corporation shall be free to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV CORPORATE CAPITALIZATION

- 4.1 The maximum number of shares of common stock that the Corporation may have outstanding at any time is TEN THOUSAND (10000) shares, each share having a par value of ONE CENT (\$0.01).
- 4.2 No holder of any number of any class of shares in the Corporation shall have any preemptive right to subscribe to or purchase additional shares of any class, or bonds or convertible securities of any kind unless the Board of Directors, in authorizing the issuance of said shares, confers such right at the time the shares are issued.
- 4.3 The Board of Directors of the Corporation may, from time-to-time authorize the issuance of any class of shares of its stock, or securities convertible into shares of a specified class of its stock, whether now or hereafter authorized, for such consideration, as the Board of Directors may deem appropriate. Such issues shall be subject to the rights and restrictions, if any, as may be set forth in the Bylaws of the Corporation.
- 4.4 The Board of Directors of the Corporation may, from time to time, by Restated Articles of Incorporation, classify or reclassify any shares not issued by setting or changing the preferences, conversions, or other rights, voting powers, restrictions, limitations, qualifications, or terms and conditions of redemption of such shares.
- 4.5 Each certificate issued by the Corporation to represent any number of any class of shares of stock in the Corporation shall bear the following legend:

"Transfer of the shares evidenced by this certificate is subject to the restrictions enumerated in the Bylaws of the Corporation under Shareholder Rights and Restrictions."

ARTICLE V INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Stephen W. Dodd, 6251 Napa Drive, Lakeland, FL 33813

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ARTICLE VI BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall have one member the name and address of whom is:

Stephen W. Dodd, 6251 Napa Drive, Lakeland, FL 33813

ARTICLE VII REGISTERED AGENT

The name, and address of the Corporation's Registered Agent shall be:

Eileen Griffin, 1430 Oakfield Drive, Brandon, FL 33511

ARTICLE VIII SUBCHAPTER S CORPORATION

7.1 The shareholders of the Corporation may elect to reorganize the Corporation as an S Corporation as provided by U.S. Code TITLE 26, Subtitle A, CHAPTER 1, Subchapter S, PART I, Sec. 1362, as amended. Such election shall require unanimous consent of and the signatures of all shareholders in the Corporation on the date of such election.

7.2 After the Corporation has elected to reorganize as an S Corporation such election shall remain in effect for every year thereafter unless the election is terminated by law or is revoked in accordance with U.S. Code TITLE 26, Subtitle A, CHAPTER 1, Subchapter S, PART I, Sec. 1362, (d), except that such revocation shall be subject to any additional shareholder consent requirements enumerated in the Bylaws of the Corporation, if any, under Shareholder Rights and Restrictions.

7.3 After the Corporation has elected to reorganize as an S Corporation, each certificate representing shares in the corporation shall bear the following legend:

"Except as allowed by the Bylaws of the Corporation under Shareholder's Rights and Restrictions, no shareholder of the Corporation shall take any action or transfer or make other disposition of shares in the Corporation if such action, transfer, or disposition would terminate or revoke the Corporation's election as an S Corporation under Subchapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX SHAREHOLDER'S RIGHTS AND RESTRICTIONS

Ownership of shares of stock in this Corporation shall endow the shareholder with certain rights and subject the shareholder to certain restrictions. Such rights and restrictions shall be enumerated in the Bylaws of the Corporation, under Shareholder Rights and Restrictions.

ARTICLE X POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject only to the restrictions and limitations of applicable law, these Articles of Incorporation, and any other conditions incorporated herein by reference.

ARTICLE XI TERM OF EXISTENCE

The Corporation shall exist in perpetuity.

ARTICLE XII REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person or persons in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be enumerated in the Bylaws of the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII BYLAWS

13.1 The Board of Directors of the Corporation shall have the power, without the assent or vote of the Corporations shareholders, to create, alter, amend, or repeal the Bylaws of the Corporation.

13.2 The affirmative vote of a majority of the Corporation's Directors holding office on the date of such a vote shall be required before any action is taken to create, alter, amend, or repeal the Bylaws of the Corporation. In the event, and only in the event any such vote would otherwise result in a tie, the Chairman of the Board of Directors shall exercise two votes.

ARTICLE XIV AMENDMENT

The Corporation reserves the right to file Restated Articles of Incorporation by amending, altering, changing, adding to, or repealing any or all provisions contained herein, or in any subsequently filed restatement in any manner consistent with the applicable provisions of the laws of the United States and the State of Florida. All rights conferred upon shareholders by these Articles of Incorporation or any subsequently filed restatement are granted subject to this reservation.

ARTICLE XV INDEMNIFICATION

15.1 The Corporation shall indemnify for reasonable attorney fees and expenses any past or present Director or Officer of the Corporation who, on the merits or otherwise, is wholly successful in defense of any proceeding to which the Director or Officer is or was a party because of the Director or Officer's past or present affiliation with the Corporation.

15.2 The Corporation shall indemnify for reasonable attorney fees and expenses any past or present Director, Officer, employee, or agent of the Corporation who, on the merits or otherwise, is wholly successful in defense of any proceeding to which the Director, Officer, employee, or agent is or was a party because the Director, Officer, employee, or agent is or was serving in their official capacity with the Corporation and at the Corporation's request as a Director, Officer, employee, agent, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether or not for profit.

15.3 The Corporation reserves the right, as determined by the Board of Directors on a case-by-case basis, to refuse to indemnify any individual claiming right to such indemnification in any proceeding except as provided for in 15.1 and 15.2 of these Articles of Incorporation.

15.4 The Corporation reserves the right to indemnify, as determined by the Board of Directors on a case-by-case basis, any individual made party to a proceeding because of the individual's past or present affiliation with the Corporation as a Director, Officer, employee, or agent, against liability and for the reasonable attorney fees and expenses incurred by the individual in connection with the proceeding.

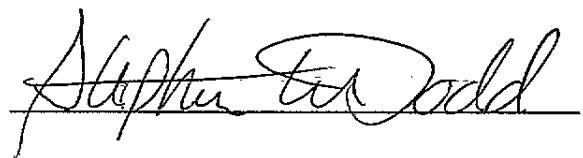
15.5 The Corporation reserves the right, as determined by the Board of Directors on a case-by-case basis, to indemnify in accordance with 15.1, 15.2, 15.3 and 15.4 of these Articles of Incorporation in advance of Final Disposition of the proceeding.

15.6 The Corporation may purchase and maintain insurance on behalf of an individual because of the individual's status as a Director, Officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

ARTICLE XVI SEVERABILITY

All references to these Articles of Incorporation contained in any Article herein shall include any amendment hereto or successor hereof. No provision contained in these Articles of Incorporation shall limit or preclude the Corporation's exercise of any right under the law. If any word, clause, or sentence of the foregoing Articles of Incorporation shall be held invalid as contrary to the law or public policy, it shall be severable and all provisions remaining shall not be otherwise influenced. All references in these Articles of Incorporation to "Director", "Officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

I hereunto set my hand and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 4th day of April, 2002.

A handwritten signature in black ink, appearing to read "Stephen T. Dodd", is written over a horizontal line.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

The following is submitted Pursuant to Chapter 48.091, F.S.:

Network Insight Professionals, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Lakeland, County of Polk, State of Florida, has named Eileen Griffin, located at 1430 Oakfield Drive, Brandon, FL 33511, as its registered agent to accept service of process within this state.

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ACKNOWLEDGEMENT

Having been named Registered Agent and to accept service of process for the above-stated corporation, I hereby agree to act in this capacity. I am familiar with, accept the obligation of, and agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties as Registered Agent.


(Signature of Registered Agent)

3-22-02
(Date)