

P02000048465

RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

1549 RINGLING BOULEVARD
SUITE 600
SARASOTA, FLORIDA 34236

POST OFFICE BOX 49017
SARASOTA, FLORIDA 34230-6017

(941) 365-0140
FAX: (941) 316-7911
JOHN.DART@RUDEN.COM

April 23, 2002

200005371072--7
-04/29/02--01112--004
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

Re: Verifier II, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Verifier II, Inc. Please file these Articles of Incorporation and forward the certified copy to me at the address in this letterhead. We have enclosed our check in the amount of \$78.75 to cover your filing fee. If you have any questions, please contact me.

Sincerely,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/jlb
Enclosures

5/2/02
Janet - w/can back.

702A27446

FILED
02 APR 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA
W02/2624

SAR:96390:1

FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ PORT ST. LUCIE ■ SARASOTA ■ ST. PETERSBURG ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

D. WHITE MAY - 2 2002

5

ARTICLES OF INCORPORATION
OF
VERIFIER II, INC.

FILED
02 APR 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the corporation is VERIFIER II, INC., and its mailing address is 595 Bay Isles Road, Suite 200, Longboat Key, Florida 34228.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK:

(a) Authorized Capitalization

The total number of shares of capital stock authorized to be issued by this corporation shall be:

5,000,000 shares of Class A Voting Common Stock, par value \$0.01 per share (the "Class A. Voting Common Stock"); and

1,000,000 shares of Class B Non-Voting Common Stock, par value \$0.01 per share (the "Class B Non-Voting Common Stock").

(b) Payment of Stock

All or any part of the consideration for the issuance of the capital stock this corporation may be paid in cash, promissory notes, in other property, (tangible or intangible),

labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors of this corporation, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

(c) Voting

The entire voting power of this corporation shall be vested in the Class A Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation; and, except as otherwise provided by law, holders of the Class B Non-Voting Common Stock shall not be entitled to any voting rights. There shall be no cumulative voting of the stock of this corporation, whether in connection with the election of directors of this corporation or otherwise.

(d) Dividends

Any dividends declared by the Board of directors of this corporation shall be payable equally among the holders of shares of the capital stock of the corporation, and such dividends shall be distributed based on the number of shares held by each holder thereof.

(e) Mandatory Conversion

Each share of the Class B Non-Voting Common Stock of this corporation shall be convertible in connection with a Public Offering on a one for one basis for shares of class A Voting Common Stock. Upon such conversion, the holders of the Class B Non-Voting Common Stock shall surrender the certificates evidencing such shares and receive, in lieu and in conversion thereof, certificates evidencing shares of Class A Voting Common Stock of this corporation.

(f) Preferences in the Event of Liquidation

Upon the liquidation, dissolution, or winding up of the business of this corporation, whether voluntary or involuntary, the relative rights and preferences of the holders of the shares of the capital stock of this corporation shall be equal.

(g) No Preemptive Rights

Holders of shares of Class A Voting Common stock and Class B Non-Voting Common Stock shall have no preemptive rights to acquire capital stock or other securities of this corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 595 Bay Isles Road, Suite 200, Longboat Key, Florida 34228 and the name of the initial registered agent of the corporation at that address is Tom L. Irving.

ARTICLE VI

INCORPORATOR: The name and address of the person signing these Articles as incorporator is:

Name

Tom L. Irving

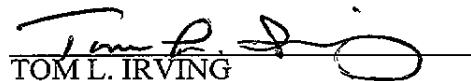
Address

595 Bay Isles Road, Suite 200
Longboat Key, FL 34228

ARTICLE VII

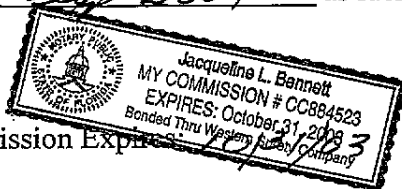
CORPORATE EXISTENCE: This corporation shall commence its existence at the time of filing.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 18th day of April, 2002.

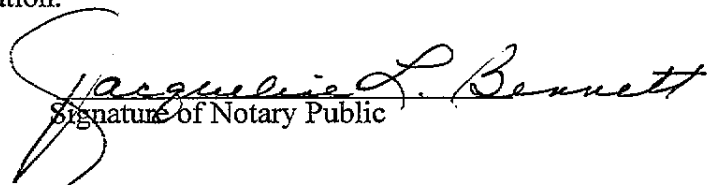

TOM L. IRVING

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of April, 2002, by TOM L. IRVING, who is personally known to me or who produced F&D LIC - 244 2004 as identification.



My Commission Expires


Signature of Notary Public

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

02 APR 29 PM 2: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VERIFIER II, INC.
2. The name and address of the registered agent and office is:

595 Bay Isles Road
Suite 200
Longboat Key, Florida 34228

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 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.

VERIFIER II, INC.


TOM L. IRVING