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T. SMITH JAN 27 2003

**SMITH  
SAUER  
& DEMARIA**  

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ATTORNEYS AT LAW

VIA FEDERAL EXPRESS

January 16, 2003

*G. Thomas Smith*  
*Board Certified*  
*Real Estate Attorney*

Secretary of State  
Corporate Records Division  
409 East Gaines Street  
Tallahassee, FL 32399

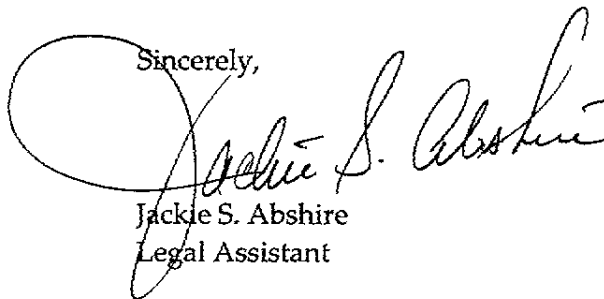
RE: Minshull Consulting, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to us as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to contact us.

Sincerely,



Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

c: Robert G. Minshull, Jr.

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

03 JAN 17 AM 10:32

STATE OF FLORIDA  
DIVISION OF CORPORATIONS

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this corporation is Minshull Consulting, Inc.

**ARTICLE II-DURATION**

This corporation shall have a perpetual existence, commencing on January 10, 2003.

**ARTICLE III-PURPOSE**

The general purposes for which the corporation is organized are:

- (1) To provide software consulting.
- (2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this

corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### **ARTICLE IV-CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

#### **ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 24 Seashore Drive, Pensacola Beach, Florida 32561. The name of the initial registered agent for the corporation at that address is Robert G. Minshull, Jr. The principal office of the corporation shall be 24 Seashore Drive, Pensacola Beach, Florida 32561.

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

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Robert G. Minshull, Jr.

24 Seashore Drive  
Pensacola Beach, FL 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

Robert G. Minshull, Jr.

24 Seashore Drive  
Pensacola Beach, FL 32561

ARTICLE VIII-BYLAWS

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

ARTICLE IX-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of January, 2003, effective January 10, 2003.

Robert G. Minshull, Jr.  
Robert G. Minshull, Jr.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Robert G. Minshull, Jr., who \_\_\_\_\_ is personally known to me or X produced a valid Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 16th day of January, 2003.

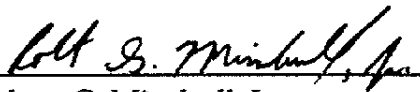


Jackie S. Abshire  
Printed Name: Jackie S. Abshire  
Notary Public Stamp:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment of Registered Agent of MINSHULL CONSULTING, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

Effective January 10, 2003.

  
Robert G. Minshull, Jr.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JAN 17 AM 10:32