

JUL-10-03 THU 11:35 AM

FAX NO.

Division of Corporations

FILED P. 01  
Page 1 of 1

03 JUL 10 AM 7:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*P03000075841*

Florida Department of State  
Division of Corporations  
Public Access System

EFFECTIVE DATE  
7-9-03

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000230215 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904)353-2000  
Fax Number : (904)358-1872

**FLORIDA PROFIT CORPORATION OR P.A.**

Leaderboard Partners, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

JUL-10-03 THU 11:35 AM

FAX NO.

**EFFECTIVE DATE**

7-9-03

P. 02

FILED

03 JUL 10 AM 7:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LEADERBOARD PARTNERS, INC.

The undersigned, acting as incorporator of LEADERBOARD PARTNERS, INC. (the "Company") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: Leaderboard Partners, Inc. The street address of the initial principal office and the mailing address of the Company is 6260-D Dupont Station Court, Jacksonville, FL 32217.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on July 9, 2003, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 1,000 shares of common stock having a par value of \$.01 per share (the "Common Stock").

Prepared by James L. Main  
Florida Bar No. 193367  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

H03000230215 3

H03000230215 3

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 6260 Dupont Station Court, Suite D, Jacksonville, FL 32217, as the street address of the initial registered office of the Company and names Available Real Estate Co. the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Company has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

Steve Umberger  
1854 River Road  
Jacksonville, FL 32207

Charles Price  
6260 Dupont Station Court, Suite D  
Jacksonville, FL 32217

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, FL 32201

ARTICLE IX. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

H03000230215 3

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

James L. Main  
James L. Main, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Available Real Estate Co.

Dated: July 9, 2003

By: Harry C. Masner  
Harry Masner, Controller and  
an authorized officer

FILED  
03 JUL 10 AM 7:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAXI #710020 v1