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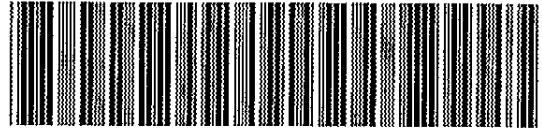
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**ITTENBACH JOHNSON TRETTIN & KOELLER**

**A Professional Association of Attorneys – Not a Partnership**

*John F. Ittenbach*

*F. Bradford Johnson*

*Richard T. Trettin*

*Robert M. Koeller*

July 1, 2004

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

RE: Suncoast Records Management Solutions, Inc.

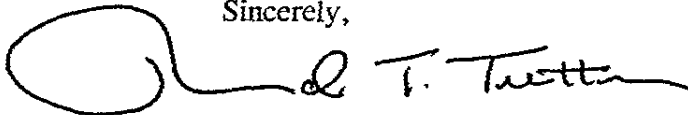
Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of Articles of Incorporation which are being filed for and on behalf of Suncoast Records Management Solutions, Inc., of Ft. Myers, Florida.

Further, enclosed you will also please find a check made payable to the Florida Department of State in the amount of Seventy Eight Dollars and Seventy-Five Cents (\$78.75) to cover the filing fees and Certificate of Status for this entity.

I have also enclosed a third (3<sup>rd</sup>) copy of the Articles of Incorporation and a self-addressed stamped envelope in order that you might return a file stamped copy of this document to the undersigned. Should you have any questions please do not hesitate to contact Richard T. Trettin, Attorney at Law, 6350 North Shadeland Avenue, Suite 4, Indianapolis, Indiana 46220 or call (317) 842-5235. Thank you in advance for your kind and professional assistance.

Sincerely,



Richard T. Trettin  
Attorney at Law

RTT/jkv  
Enclosure

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNCOAST RECORDS MANAGEMENT SOLUTIONS, INC.**

The undersigned incorporator, desiring to form corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, and its successors are hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name of Corporation**

The name of the corporation is Suncoast Records Management Solutions, Inc.

**ARTICLE II**

**Purposes and Powers**

**Section 1.** The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Act, and to conduct said business throughout the State of Florida.

**Section 2.** Subject to any limitation or restriction imposed by the Act, any other law, or any provisions of these Articles of Incorporation, the Corporation shall have:

- a. The same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law;
- b. The power to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country; and
- c. The power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now or hereafter amended, and by the common law.

**ARTICLE III**

**Effective Date and Period of Existence**

The period during which the Corporation shall continue is perpetual from the date upon which these Articles are filed with and accepted by the Florida Department of State, Division of Corporations.

## **ARTICLE IV**

### **Principal Place of Business and Mailing Address**

**Section 1.** Principal place of business/ mailing address: 2751 Windsor Park, Ft. Myers, Florida 33905.

## **ARTICLE V**

### **Registered Office and Registered Agent**

**Section 1. Registered Office.** The mailing address of the registered office of the Corporation is 2751 Windsor Park, Ft. Myers, Florida 33905.

**Section 2. Registered Agent.** The name and address of the Registered Agent is Frank U. Dethlefsen.

## **ARTICLE VI**

### **Terms of Shares**

**Section 1. Number.** The total number of shares which the Corporation has authority to issue is one thousand (1,000) without par value.

**Section 2. Designation of Classes.** All the authorized shares of the Corporation shall be of one (1) class only and be designated common stock. The common stock of the Corporation shall in all other respects entitle the holder to the same rights and preferences, and subject the holder to the same qualifications, limitations and restrictions as all other shareholders of common stock.

**Section 3. Issuance and Consideration.** The common stock may be issued for such an amount of consideration as may be fixed from time to time by the Board of Directors according to Indiana law.

**Section 4. Voting Rights.** At all times, each holder of a share of common stock shall be entitled to cast one (1) vote for each share of such stock standing in the shareholder's name on the Corporation's books on matters of the Corporation upon which the shareholder is entitled to vote.

**Section 5. Dividends.** The Board of Directors shall have the power to declare and pay dividends on the outstanding shares of common stock to the extent permitted by the Act.

**Section 6. Dissolution.** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of common stock shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

**Section 7. No Pre-emptive Rights.** Shareholders shall have no pre-emptive rights to subscribe to or purchase any shares of common stock or other securities of the Corporation.

## **ARTICLE VII**

### **Director and Officers**

**Section 1. Number.** There shall be no less than one (1), or more than four (4) Directors. The number of Directors shall be specified, from time to time, by the By-Laws of the Corporation. In the absence of a By-Laws fixing the number of Directors, the number shall be the number specified for the initial Board of Directors.

**Section 2. Names and Post Office Addresses of the Directors.** The name(s) and address(es) of the initial Board of Directors of the Corporation will be:

Frank U. Dethlefsen and Chong V. Dethlefsen, 2751 Windsor Park, Ft. Myers, Florida 33905.

**Section 3. Director Purpose and Exercise of Powers.** The Board of Directors subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, shall direct the carrying out of the purpose and exercise the powers of the corporation, without previous authorization or subsequent approval by the shareholders of the Corporation.

**Section 4. Officers.** The initial slate of officers shall consist of a President and a Secretary who shall be appointed by the Board of Directors at the first meeting after incorporation.

## **ARTICLE VIII**

### **Incorporator**

The name and post office address of the incorporator of the Corporation is:

Richard T. Trettin, 6350 North Shadeland Avenue, Suite 4, Indianapolis, Indiana 46220.

## **ARTICLE IX**

### **Provisions for Regulation of Business and Conduct of Affairs of Corporation**

**Section 1. Indemnification.** Every person who is or was a Director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Sec. 607.850 of the Act (as that Section may be amended from time to time) to have met the standard of conduct specified in Sec. 607.0830 of the Act (as that Section may be amended from time to time). Upon demand for such indemnification, the Corporation shall proceed as provided in Sec. 607.0850 of the Act (as that Section may be amended from time to time) to determine whether such person is entitled to indemnification. Nothing contained in this Section shall limit or preclude the exercise of any right relating to indemnification of or advance of expenses to any Director, officer, employee or agent of the Corporation or the ability of the Corporation to otherwise indemnify or advance expenses to any Director, officer, employee or agent.

**Section 2. Direct Conflict of Interest.** In accord with Sec. 607-0832 of the Act, any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, partnership or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, or in which the Corporation is a member, shareholder, or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction, by a vote of a majority of the disinterested Directors present, notwithstanding the act that such majority of the disinterested Directors present may not constitute a quorum, a majority of the Board of Directors, or a majority of the Directors present at the meeting at which the contract or transaction is considered. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

**Section 3. Code of By-Laws.** The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Code of By-Laws.

**Section 4. Amendments of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in ARTICLE VIII, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 5th day of July, 2004.

I AFFIRM UNDER PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.



Richard T. Tretton, Incorporator

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
Frank U. Dethlefsen, Registered Agent

**THIS INSTRUMENT WAS PREPARED BY:**

Richard T. Trettin  
ITTENBACH JOHNSON  
TRETTIN & KOELLER  
6350 N. Shadeland Ave., Suite 4  
Indianapolis, IN 46220  
317-842-5235

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