

7
DJan 6, 2005 8:55AM Milam, Howard, P.A. Page 1 of 1
PD5000003290

FILED
2005 JAN -6 A 8:33
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**Florida Department of State
Division of Corporations
Public Access System**

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.

(((H05000004565 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 : MILAM & HOWARD, P.A.
Account Number : I20000000206
Phone : (904) 357-3660
Fax Number : (904) 357-3661**

DOMESTICATION

ENNOVATIVE COMMERCE SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$120.00

D. WHITE JAN - 7 2005

4

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
H05000004565 3

JAN -6 A 9:33

RECEIVED
CLERK OF COURT, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Ennovative Commerce Solutions, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
-----------------------	---------

FROM: Raj Jha

Name (printed or typed)

7800 Belfort Parkway, Suite 100

Address

Jacksonville, FL 32256

City, State & Zip

(904) 781-2200

Daytime Telephone Number

H05000004565 3

**CERTIFICATE OF DOMESTICATION
OF
ENNOVATIVE COMMERCE SOLUTIONS, INC.**

To the Department of State of the State of Florida:

Pursuant to the provisions of §607.1801, *Florida Statutes*, the undersigned, Raj S. Jha, as Chief Executive Officer of Ennovative Commerce Solutions, Inc. (the "Corporation"), submits the following Certificate for the purpose of becoming domesticated in Florida:

- FIRST: The date on which the Corporation was first formed was March 3, 1999.
- SECOND: The jurisdiction where the Corporation was first formed was California.
- THIRD: The name of the Corporation immediately prior to the filing of this Certificate was Ennovative Commerce Solutions, Inc.
- FOURTH: The name the Corporation will use in Florida, as set forth in its Articles of Incorporation filed with this Certificate is Ennovative Commerce Solutions, Inc.
- FIFTH: Immediately prior to and as of the filing of this Certificate, the jurisdiction of the Corporation was California.
- SIXTH: Attached are Florida articles of incorporation pursuant to Section 607.801, *Florida Statutes*.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Domestication to be signed by Raj S. Jha, its Chief Executive Officer, who is authorized to sign this Certificate of Domestication on behalf of the Corporation, this 6th day of January, 2005.

Ennovative Commerce Solutions, Inc.

By: Raj S. Jha
Raj S. Jha, President

H05000004565 3

H05000004565 3

ARTICLES OF INCORPORATION
OF
ENNOVATIVE COMMERCE SOLUTIONS, INC.

ARTICLE I

Name and Duration

The name of the Corporation is Ennovative Commerce Solutions, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 7800 Belfort Parkway, Suite 100, Jacksonville, Florida 32256.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202 in the County of Duval. The name of the registered agent at such address is Milam Howard Nicandri Dees & Gillam, P.A.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

H05000004565 3

H05000004565 3

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	50 North Laura Street, Suite 2900 Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Raj Jha	7800 Belfort Parkway, Suite 100 Jacksonville, FL 32256
Vinita Jha	7800 Belfort Parkway, Suite 100 Jacksonville, FL 32256
Indu Jha	7800 Belfort Parkway, Suite 100 Jacksonville, FL 32256
Kerry Young	7800 Belfort Parkway, Suite 100 Jacksonville, FL 32256
Carol Young	7800 Belfort Parkway, Suite 100 Jacksonville, FL 32256

H05000004565 3

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at city of Jacksonville, Duval County, Florida, this 6th day of January, 2005.

By: 

G. Alan Howard
Incorporator

H05000004565 3

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Ennovative Commerce Solutions, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Milam Howard Nicandri Dees & Gillam, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

Milam Howard Nicandri Dees & Gillam, P.A.,
a Florida corporation

By: 
G. Alan Howard

DATED: January  2005

H05000004565 3

FILED
JAN -6 A 9:33
MILAM HOWARD NICANDRI DEES & GILLAM, P.A.
JACKSONVILLE, FLORIDA