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SECRETARY OF STATE

TALLAHASSLE, FISHATE



February 8, 2005

Secretary of State Corporations Division 409 E. Gaines Street Tallahassee, FL 32399

RE: 5D Inc.

Articles of Incorporation

Dear Sir:

Enclosed please find the Articles of Incorporation for 5D Inc., together with our check in the amount of \$78.75, which we understand is the filing for filing the enclosed document together with returning a certified copy of the recorded document to our attention in the Federal Express envelope made available for that purpose.

Should you have any questions, please give us a call.

T. L. Trimble'

Vice President, Legal Services

TT:tl Enclosures FILED

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SECRETARY OF STATE
TALLAHASSEE, FLOSIS.

Articles of Incorporation Of 5D Inc.

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address
The name of this corporation shall be 5D Inc.

The principal office of this corporation shall be 1550 Alton Road, Port Charlotte, FL 33952.

The mailing address of this corporation shall be 1550 Alton Road, Port Charlotte, FL 33952.

ΙI

Purposes

The general nature and purposes of business to be transacted promoted and carried on by the corporation are as follows: 97

- a. To engage in software development.
- b. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- c. To do all things necessary or convenient to carry out its business and affairs which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 1550 Alton Road, Port Charlotte, FL 33952. and the name of its initial registered agent at said address is Gregg A. Davis.

VI

Incorporator

The name and address of the Incorporator is as follows: Gregg A. Davis, 1550 Alton Road, Port Charlotte, FL 33952.

VII

Board of Directors

The corporation shall have a Board of Directors consisting of five persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

CREGGA DAVIS, SYLVIA J DAVIS AND DEANNA M. DAVIS ALL LOCATED AT 1880 ALTON ROAD, PORT CHARLOTTE, FL 33952

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Х

Indemnification

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

XI

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment is in compliance with the laws of Florida.

IN WITNESS WHERE	OF, the undersigned Incorporator has executed
these Articles of	f Incorporation in State of Florida, this
27m day of	JANUARY , 2005
-	
	Jan Carl
	Incorporator
	GREGG A DAVIS

STATE OF FLORIDA
COUNTY OF Charlotte

SEFORE ME, the undersigned authority, personally appeared who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and (he) (she) acknowledged to and before me that (he) (she) executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at

Port Charlotte in <u>Charlotte</u> County, State of Florida, this <u>January 25th</u> day of 2005.

Notary Public, State of Florida (Notarial Seal)



My Commission Expires:

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

Signature/Registered Agent

GREGG A DAVIS

01/27/2005

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