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TALLAHASSEE, FLORIDA

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April 11, 2005

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

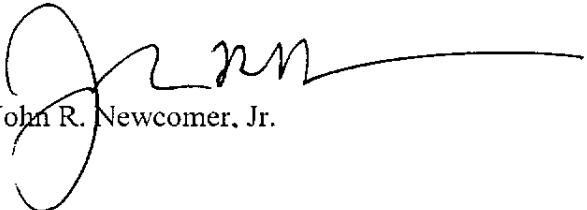
Re: Flat Rock Office Operating System, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-captioned corporation, along with my firm's check in the amount of \$78.75, representing payment of the filing fee, certified copy of the Articles of Incorporation and Designation of Registered Agent.

Please return, to my attention, the certified copy of the Articles of Incorporation as soon as possible. Thank you for your attention to this matter.

Very truly yours,

  
John R. Newcomer, Jr.

JRN/pt  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
FLAT ROCK OFFICE OPERATING SYSTEM, INC.**

**FILED**  
2005 APR 15 P 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation shall be: Flat Rock Office Operating System, Inc.

**ARTICLE TWO**

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Secretary of State.

**ARTICLE THREE**

This corporation is organized for the purpose of developing and selling office operating software programs and all things subsidiary, necessary, ancillary, or convenient for carrying out and into effect the purposes and objects of the corporation, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States.

**ARTICLE FOUR**

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Stock." Such shares shall be entitled to receive the net assets of the corporation upon dissolution.

## **ARTICLE FIVE**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE SIX**

The street address of the initial principal office and mailing address of this corporation is 4830 W. Kennedy Boulevard, Suite 550, Tampa, Florida 33609-2589, and the name of the initial registered agent of this corporation is John R. Newcomer, Jr., whose post office address and mailing address is 4830 W. Kennedy Boulevard, Suite 550, Tampa, Florida 33609-2589.

## **ARTICLE SEVEN**

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

### **NAME**

John R. Newcomer, Jr.

### **STREET ADDRESS**

4830 W. Kennedy Blvd., Suite 550  
Tampa, Florida 33609-2589

## **ARTICLE EIGHT**

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

### **NAME and OFFICE**

John R. Newcomer, Jr.  
President/Secretary/Treasurer

### **STREET ADDRESS**

4830 W. Kennedy Blvd., Suite 550  
Tampa, Florida 33609-2589

## **ARTICLE NINE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

## **ARTICLE TEN**

The directors of this corporation may take action by written consent as provided by law.

## **ARTICLE ELEVEN**

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

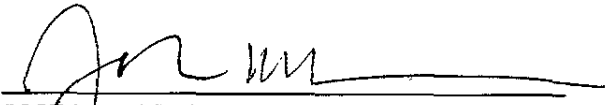
## **ARTICLE TWELVE**

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation unless expressly agreed upon by said officer or director.

**ARTICLE THIRTEEN**


The name of the person signing these Articles of Incorporation as incorporator is John R. Newcomer, Jr.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 11<sup>th</sup> day of April, 2005.

  
JOHN R. NEWCOMER, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

SWORN TO and SUBSCRIBED before me by John R. Newcomer, Jr., who personally appeared before me. John R. Newcomer, Jr. is personally known to me or produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida  
Print Name: C. Patricia Till  
My Commission Expires:



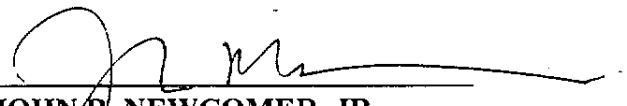
**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF  
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

In pursuance of Section 48.091 and 607.0501 and 607.0505, Fla. Stats. 1996, the following is submitted in compliance with said Act:

First, **FLAT ROCK OFFICE OPERATING SYSTEM, 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 Tampa, County of Hillsborough, State of Florida, has named **JOHN R. NEWCOMER, JR.**, whose address is **4830 W. Kennedy Boulevard, Suite 550, Tampa, Florida 33609-2589**, County of Hillsborough, as its Registered Agent.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act. I am familiar with and accept the obligations of the position of Registered Agent.

By:   
**JOHN R. NEWCOMER, JR.**  
(Registered Agent)

**FILED**  
2005 APR 15 P 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA