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06/23/05--01008--003 \*\*78.75

**EFFECTIVE DATE**  
07/01/2005

FILED  
2005 JUN 23 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Hampton JUN 23 2005

# **S. C. PRESLEY & CO., INC.**

**Accounting and Tax Services - Business Consulting - Tax Planning - Financial Services**

250 South Ronald Reagan Blvd., Ste. 100  
Longwood, FL 32750-5466

~~Excluded from automatic renewal~~

E-MAIL: SYLVIACP@SCPRESLEY.COM

Telephone Number: (407) 331-7665

Fax Number: (407) 331-5884

June 18, 2005

Florida Department of State  
Corporate Records/Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

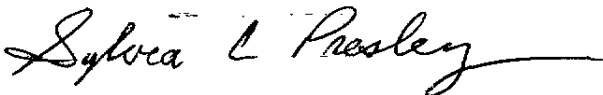
Gentlemen:

Enclosed please find an original and two (2) copies of Articles of Incorporation for  
**ProClarity, Inc.**

Also enclosed is a check in the amount of \$78.75 in payment of the various filing fees.  
Please return a certified copy of the Articles of Incorporation to the address above.

Your prompt attention is appreciated.

Sincerely,



Sylvia C. Presley, EA., CFP, ATA  
Accountant

SCP/br

Enclosures

CC: Kathleen Poole  
ProClarity, Inc.  
4239 Rocky Ridge Place  
Sanford, FL 32773-8202

*"Enrolled to Practice Before  
the Internal Revenue Service"*

Enrolled Agent  
Certified Financial Planner™  
Accredited Tax Advisor

*Office Hours  
By Appointment*

ARTICLES OF INCORPORATION  
OF

ProClarity, Inc.

FILED

2005 JUN 23 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ProClarity, Inc.

Article II - Duration

This corporation shall have perpetual existence, commencing on  
JULY 1, 2005.

Article III - Purpose

This corporation is organized for the purpose of transacting any  
or all lawful business.

EFFECTIVE DATE  
07/01/2005

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common  
stock, with par value of \$ 1.00 which shall be designated  
"Common Shares."

Article V - Preferences, Limitations and  
Relative Rights of Shares of Capital Stock

SECTION 1. Dividends.

The holders of record of the Common Shares shall be entitled  
to cash dividends when and as declared by the Shareholders at the  
rate per share per annum and at the time and in the manner  
determined by the Shareholders in the resolution authorizing same.

SECTION 2. Rights Upon Liquidation or Dissolution.

In the event of any voluntary liquidation, dissolution, or  
winding up of this corporation, the assets of this corporation  
shall be payable to and distributed ratably among the holders of  
record of the Common Shares.

SECTION 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights

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 already holds, shall have the right to purchase his pro rata thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Principal Office,  
Registered Office & Agent

The street address of the principal office of this corporation is  
4239 ROCKY RIDGE PLACE, SANFORD, FL 32773-8202. The mailing  
address for the principal office and registered office is  
4239 ROCKY RIDGE PLACE, SANFORD, FL 32773-8202

The name of the initial registered agent of this corporation at  
that address is KATHLEEN POOLE.

Article VIII - Management of Corporation by Shareholders

The name and address of the person signing these Articles is:

KATHLEEN POOLE  
4239 ROCKY RIDGE PLACE  
SANFORD, FL 32773-8202

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested  
in the Shareholders.

**Article X - Initial Board of Directors**

The corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

KATHLEEN POOLE  
4239 ROCKY RIDGE PLACE  
SANFORD, FL 32773-8202

**Article XI - Calling of Special Meetings**

Special meetings of Shareholders may be called as authorized in the bylaws.

**Article XII - Shareholder Quorum and Voting**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders.

**Article XIII - Approval of Shareholders  
Required for Merger**

The approval of the Shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**Article XIV - Shareholder Meeting  
Required Unless Action Consented To**

Any action of the Shareholders of this corporation must be taken at a meeting of Shareholders of this corporation, duly called as

provided by law, unless consented to in writing as provided in Florida Statutes.

**Article XV - Dividends**

Dividends may be paid to Shareholders out of the unreserved and unrestricted earned or capital surplus of the corporation as provided in Florida Statutes.

**Article XVI - Indemnification**

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

**Article XVII - Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed have executed the Articles of Incorporation this 20th day of JUNE 2005.

  
KATHLEEN POOLE

STATE OF FLORIDA

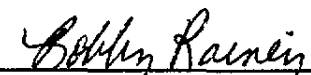
COUNTY OF Seminole

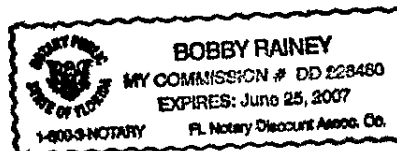
BEFORE ME, a Notary Public authorized to take acknowledgements in the State of County set forth, personally appeared **KATHLEEN POOLE**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of County aforesaid, this 20th day of JUNE 2005.

(seal)

My Commission Expires 6/25/07

  
NOTARY PUBLIC BOBBY RAINÉY



I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for **ProClarity, Inc.**

Margaret M. Hollway  
Witness

Kathleen Poole  
**KATHLEEN POOLE**  
Registered Agent

Bobbie Rainey  
Witness

6/20/05  
Date