

# P05000099454

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## FLORIDA PROFIT CORPORATION OR P.A.

### THIRD WATCH RESEARCH SYSTEMS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
THIRD WATCH RESEARCH SYSTEMS, INC.**

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**ARTICLE I**  
**Name and Duration**

The name of the Corporation is **Third Watch Research Systems, 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 is 4905 Belfort Rd., Suite 110, Jacksonville, Florida, 32256.

**ARTICLE III**  
**Registered Office and Agent**

The street address of the registered office in the State of Florida is 4905 Belfort Rd., Suite 110, Jacksonville, Florida, 32256 in the County of Duval. The name of the registered agent at such address is L. Kevin Cook.

**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 Shares**

1. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is:

(a) One Million (1,000,000) shares of Class A Common Stock ("Class A Common Stock"), par value \$0.001 per share; and

(b) One million (1,000,000) shares of Class B Common Stock ("Class B Common Stock"), par value \$0.001 per share.

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2. Each share of Class A Common Stock and Class B Common Stock shall have one vote on every matter coming before any meeting of the stockholders or otherwise to be acted upon by stockholders. Each matter coming before any meeting of the stockholders or otherwise to be acted upon by stockholders shall require the affirmative vote of fifty percent (50%) of the issued and outstanding shares of Class A Common Stock and fifty percent (50%) of the issued and outstanding shares of Class B Common Stock.

3. No holder of any shares of capital stock of any kind, class or series or of any other securities or obligations of this Corporation shall have, as a matter of right, any preemptive, preferential or other right to subscribe for, purchase or receive any shares of the capital stock of any kind, class or series, or any other securities or obligations convertible into or exercisable or exchangeable for shares of stock or other securities or obligations of the same or any other kind, class or series, whether now or hereafter authorized.

4. Except as otherwise set forth herein, the rights of the holders of the Class A Common Stock and the Class B Common Stock are identical.

#### ARTICLE VI

##### Incorporator

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

##### Name

##### Address

L. Kevin Cook

4905 Belfort Rd., Suite 110  
Jacksonville, Florida, 32256

#### ARTICLE VII

##### Board of Directors

1. The affairs of the Corporation shall be managed by a Board of Directors (the "Board" or the "Board of Directors"). The Corporation shall have up to six (6) directors as members of the Board. The holders of the Class A Common Stock shall have the power to elect two (2) directors (each a "Class A Director") and the holders of the Class B Common Stock shall have the power to elect four (4) directors (each a "Class B Director").

2. The initial Board of Directors shall be as follows:

L. Kevin Cook

- Class A Director

Thereafter, the director(s) shall be elected at the annual meeting of shareholders, except as provided in Section 3 below, and each director elected shall hold office until such director's successor is elected and qualified or until such director's earlier resignation or removal. Directors need not be shareholders of the Corporation.

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3. Vacancies of Class A Directors on the Board shall be filled by the holders of the Class A Common Stock and vacancies of Class B Directors shall be filled by the holders of the Class A Common Stock. Each director so chosen shall hold office until the next annual election and until such director's successor is duly elected and shall qualify or until such director's earlier resignation or removal.

4. Except as otherwise provided herein or by statute, any Class A Director may be removed, with or without cause, by the holders of a majority of the shares of the Class A Common Stock then entitled to vote at any election of directors and any Class B Director may be removed, with or without cause, by the holders of a majority of the shares of the Class B Common Stock then entitled to vote at any election of directors. A director may resign at any time by giving written notice to the board of directors, the chairman of the board, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board of directors or such officer, and acceptance of the resignation shall not be necessary to make it effective.

#### 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 Affiliated Transactions; Control Share Acquisitions

The Corporation hereby elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act with respect to affiliated transactions and control share acquisitions, respectively, as such may be amended from time to time, or any corresponding statute enacted after the date of these Articles of Incorporation.

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ARTICLE XII  
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.


*[Signature on Following Page]*

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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 Jacksonville, Duval County, this July 14 2005.

INCORPORATOR:

By:   
L. Kevin Cook

07-15-05

11:03

FROM-Akerman Senterfitt

904-354-4459

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**REGISTERED AGENT CERTIFICATE**

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Third Watch Research Systems, 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 L. Kevin Cook, 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, Fla. Stat.

REGISTERED AGENT:

By: 

L. Kevin Cook

DATED: July 14, 2005

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