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Division of Corporations  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**TaskForce Services, Inc.**

Certificate of Status	0
Certified Copy	1
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8/5/05

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**ARTICLES OF INCORPORATION  
OF  
TASKFORCE SERVICES, INC.**

**FIRST:** The name of this corporation is:  
  
TaskForce Services, Inc.

**SECOND:** The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

**THIRD:** The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of the par value of One Dollar (\$1.00) each.

**FOURTH:** This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State.

**FIFTH:** The mailing address of this corporation shall be 138 Palm Coast Parkway NE, Suite 181, Palm Coast, Florida 32137. The principal office of this corporation will be at 34 South Riverwalk Drive, Palm Coast, Florida 32137.

**SIXTH:** The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

**SEVENTH:** The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until a successor is elected or appointed and has qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Debbie E. Webb	111 Pine Grove Drive Palm Coast, Florida 32164
Richmond K. Kelly, III	34 South Riverwalk Drive Palm Coast, Florida 32137

**EIGHTH:** The name and address of the subscribers of the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Debbie E. Webb	111 Pine Grove Drive Palm Coast, Florida 32164

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Richmond K. Kelly, III

34 South Riverwalk Drive  
Palm Coast, Florida 32137

NINTH: The street address of the initial registered office of this corporation is 34 South Riverwalk Drive, Palm Coast, Florida 32137 and the name of the initial registered agent of this corporation at that address is Richmond K. Kelly, III.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

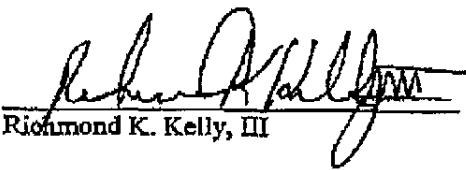
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Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting. Action taken by the board of directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 4<sup>th</sup> day of August, 2005.

  
Debbie E. Webb  
Richmond K. Kelly, III

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AUG. 4. 2005 1:39PM ROGERS TOWERS

—NO. 1279—P. 5—

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**CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That TaskForce Services, Inc., a corporation duly organized and existing under the laws of the State of Florida, has named Richmond K. Kelly, III as its Registered Agent, located at 34 South Riverwalk Drive, Palm Coast, Florida 32137, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501, Florida Statutes.

  
Richmond K. Kelly, III

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