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SECREIVATY OF STATE FALLAHASSEE, FLORIDA







ATTORNEYS AT LAW 750 Hammond Drive Building 7 - Suite 200 Atlanta, Georgia 30328

Albert Caproni III Walter N. Cohen Mark D. Brandenburg Morgan R. Luddeke Telephone: (404) 252-8080 Facsimile: (404) 252-9324 www.cohenandcaproni.com

December 23, 2010

VIA FEDERAL EXPRESS

The Honorable Dawn K. Roberts
Interim Secretary of State
Corporate Filings - Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Domestication of BankHOST, Inc., a Georgia corporation

Dear Ms. Roberts:

Enclosed please find the documents necessary for BankHOST, Inc., a Georgia corporation, to domesticate to a corporation organized under the laws of the State of Florida with the <u>new name</u> B2N Solutions, Inc. Please find enclosed an original and one (1) copy of the following:

- 1. Certificate of Domestication.
- 2. Articles of Incorporation.

I also enclose a check for \$137.50 made out to the Florida Department of State, which includes \$50.00 for the Certificate of Domestication, \$78.75 for the Articles of Incorporation, and \$8.75 for a Certificate of Status.

I respectfully request that you permit the domestication of BankHOST, Inc. with the new name of B2N Solutions, Inc. and issue the appropriate documents to that end. Your attention in this matter is greatly appreciated.

Sincerely,

Walter N. Coher

WNC:mdb Enclosures

cc: Thomas M. Henner

APPROJEL ALD

CERTIFICATE OF DOMESTICATION OF BANKHOST, INC.

11 JAN -3 MM 6: 17

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to s. 607.1801 of the Florida Statutes ("F.S."), the undersigned Corporation submits this Certificate of Domestication (this "Certificate") setting forth the following:

1.

The name of the Corporation immediately prior to filing this Certificate was BANKHOST, INC. (the "Georgia Corporation"). The Georgia Corporation was organized as a corporation in accordance with the laws of the State of Georgia on November 20, 1998 under its former name IBOSCO, INC.

2.

The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Georgia Corporation, or any other equivalent jurisdiction under applicable law, immediately before filing this Certificate was DeKalb County, Georgia.

3.

The Georgia Corporation hereby elects to become a Florida corporation pursuant to s. 607.1801(2), F.S. with the name of B2N SOLUTIONS, INC. (the "Florida Corporation").

4.

The election shall be effective as of January 1, 2011.

5.

The election to become a corporation organized under the laws of the State of Florida has been approved by all of the shareholders of the Georgia Corporation as required under s. 607.1801(7), F.S.

Upon the effective date of this election, each Shareholder of the Corporation will retain the ownership interests in the same form and amounts as existed prior to the filing of this Certificate. The common stock of the Florida Corporation shall retain the same terms, conditions, and features as the current common stock of the Georgia Corporation, and the holders of such stock shall continue to be subject to the same restrictions, limitations, and contractual arrangements applicable to such stock at the time of this domestication.

7.

Filed with this Certificate are the Articles of Incorporation of the Florida Corporation in the form as required under s. 607.0202, F.S., setting forth the name, B2N SOLUTIONS, INC., which satisfies the requirements of s. 607.0401, F.S. The Articles filed with this Certificate shall be the Articles of Incorporation for the Florida Corporation unless and until modified in accordance with the Florida Business Corporation Act (s. 607.0101 et. seq., F.S.).

IN WITNESS WHEREOF, this Certificate of Domestication of BANKHOST, INC. to become a corporation under the Florida Business Corporation Act and be named B2N SOLUTIONS, INC. has been executed this 23rd day of December, 2010.

BANKHOST, INC.
Sworn to and subscribed before
me this 23rd day of December,

THOMAS M HENNER Presid

Notary Public

2010.

My Commission Expires:

noond in

THE STATE





ARTICLES OF INCORPORATION OF B2N SOLUTIONS, INC.

11 JAN -3 AM 8: 17 SECHETARY OF STATE TAIL AHASSEE, FLORIDA

ONE

The name of the Corporation is "B2N SOLUTIONS, INC."

TWO

The Corporation is organized as a corporation for profit for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Florida, including but not limited to consulting services. The Corporation may acquire such property to be used in connection with its business and engage in such activities as may be related, either directly or indirectly, to the conduct of its business, all as may be necessary, advisable or convenient to the promotion and conduct of the business of the Corporation.

THREE

The Corporation, by action of its Board of Directors, shall have authority to issue 100,000 shares of \$1.00 par value voting common stock. Such class of shares shall be the only class of shares authorized by the Corporation and shall be entitled to receive the net assets of the Corporation upon dissolution.

FOUR

Any action required by the Florida Business Corporation Act to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

FIVE

The initial registered office of the Corporation shall be located in Broward County at 13700 Cumberland Place, Davie, Florida 33325. The initial registered agent of the Corporation shall be Jim Jainauth.

SIX

The mailing address of the initial principal office of the Corporation is 13700 Cumberland Place, Davie, Florida 33325.

SEVEN

The name and address of the incorporator is as follows:

Walter N. Cohen 750 Hammond Drive Building 7 - Suite 200 Atlanta, Georgia 30328

EIGHT

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in s. 607.0834 of the Florida Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of the provisions of this article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act. In the event that any of the provisions of this article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

NINE

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that any such provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any

right to be considered.

TEN

The Corporation elects to have preemptive rights in accordance with the provisions of s. 607.0630 of the Florida Business Corporation Act.

ELEVEN

Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present.

TWELVE

The effective date of these Articles is January, 1, 2011.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles and affirms that the facts stated herein are true under the penalties asserted in s. 817.155, F.S.

December 23, 2010

WALTER N. COHEN, Incorporator

APPEN APPEN

CERTIFICATE TO ACCEPT THE APPOINTMENT AS REGISTERED AGENT FOR B2N SOLUTIONS, INC.

11 JAN -3 AM 8: 17

SECRETARY OF STATE TALLAHASSEE. FLORIDA

Having been named as registered agent to accept service of process for B2N SOLUTIONS, INC. at the registered office in Broward County at 13700 Cumberland Place, Davie, Florida 33325, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

December 22, 2010

IM JAINAUTH, Registered Agent