

**JOINER & TURNER, P.A.**

ATTORNEYS AT LAW

190 Avenue A, NW

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Winter Haven, Florida 33882-0230

James T. Joiner  
Vince E. Turner

Telephone (813) 299-1284

Jan 17 1995  
**P95000005109**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900001382279  
-01/18/95--01002--018  
\*\*\*122.50 \*\*\*122.50

RE: Specialized Consulting Solutions, Inc.

Gentlemen:

EFFECTIVE DATE

1-12-95


Enclosed herewith is the original and one (1) copy of the Articles of Incorporation for the above-referenced Corporation which I would appreciate your filing and returning a certified copy to this office. I have enclosed a stamped, self-addressed envelope for your convenience.

Our check no. <sup>851</sup> ~~111~~, in the amount of \$122.50 is enclosed for the following:

Filing fees, profit corporation	\$35.00
Certified copy of Articles	\$52.50
Registered Agent Designation	\$35.00
TOTAL	\$122.50

Thank you.

Cordially,

  
JAMES T. JOINER

H. SIMS JAN 20 1995

JJ/jkb

Enclosures

95 JAN 16 PM 9 59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SPECIALIZED CONSULTING SOLUTIONS, INC.

FILED  
95 JAN 16 PM 9 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned natural person, competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit, with the corporate name as stated in Article I.

ARTICLE I - NAME

The name of this Corporation is SPECIALIZED CONSULTING SOLUTIONS, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purposes of providing specialized computer programing and computer consulting services, and for the purpose of transacting any or all lawful business under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar and no/100 (\$1.00) par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation is to be 253 Santa Rosa Drive, S.E., Winter Haven, Florida 33884. The Board of Directors may, from time to time,

EFFECTIVE DATE  
1-12-95

designate such other address and place for the principal office of this Corporation as it may see fit. The registered officer at that address is GLORIA P. MOORE.

#### ARTICLE VI - DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1), nor more than twenty (20) the number of the same to be fixed by the Board of Directors or by the Corporate By-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States, as provided by the corporate laws of the State of Florida. A quorum for the transaction of business shall be a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-laws, if any, adopted by the Stockholders, the Directors may make the By-laws, and meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders.

#### ARTICLE VII - BOARD OF DIRECTORS

The name and address of the member of the first Board of Directors, who, subject to these Articles of Incorporation, the By-laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, upon her death, resignation or expiration of her term of office, and her successor has been duly elected and qualified thereafter is: GLORIA P. MOORE, 253 Santa Rosa Drive, S.E., Winter Haven, Florida 33884.

ARTICLE VIII - OFFICERS

The Officers of the Corporation, who shall hold office until their successors are elected by the Board of Directors shall be:

Gloria P. Moore	President
Gloria P. Moore	Secretary/Treasurer

Said Officers shall serve at the pleasure of the Board of Directors and until the Annual Meeting, unless sooner removed.

ARTICLE IX - SUBSCRIBERS TO STOCK

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gloria P. Moore	253 Santa Rosa Drive, S.E. Winter Haven, Florida 33884	<del>600</del> <sup>300</sup>

ARTICLE X - SPECIAL PROVISIONS

The following special provisions, power privileges, and limitations shall be applicable to and govern this Corporation:

The Board of Directors shall be elected annually by the Stockholders at their Annual Meeting, or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Stockholders.

The Stockholders shall have power by resolution to appoint an Executive Committee of not less than two (2) of their number, or any Officer or agent, with the power to sub-delegate, who, to the extent provided for in the Resolution, or in the By-Laws of this Corporation, shall have and may exercise the powers of the Board of Directors in the management of the affairs and property of this Corporation, and the exercise of the Corporation powers.

This Corporation is authorized to elect a President and Treasurer

and Secretary and such other Officers as the Board may provide. Only the President need be a Director. Any person may hold two or more offices. Officers need not be Stockholders. Officers, other than Directors, shall be elected by the Directors at the first meeting next after the Annual Meeting of Stockholders, or as soon thereafter as may be practicable. Each officer and each Director shall hold office until his successor shall be elected and qualified. The duties, powers, and functions of the Officers and Board of Directors shall be such as usually devolve upon such Officers, unless otherwise prescribed by the By-Laws.

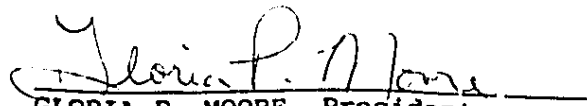
Members of the Board of Directors or Stockholders may participate in a meeting of such board or of Stockholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

The original subscribers of incorporations of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for them in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of the Corporation to the transferees or assignees; and in such event, all offices designated approved at the Stockholders' meeting by a majority of fifty-one (51%) percent of the stock entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Subscribers have executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12<sup>th</sup> day of January, 1995.

  
GLORIA P. MOORE, President,  
Secretary/Treasurer

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared, GLORIA P. MOORE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation on the 12<sup>th</sup> day of January, 1995.

  
NOTARY PUBLIC  
My Commission Expires:

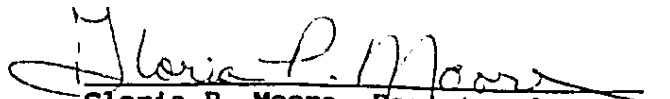


JAMES T. JOWER  
MY COMMISSION # CC 215629 EXPIRES  
July 16, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of  
SPECIALIZED CONSULTING SOLUTIONS, INC., which is contained in the  
foregoing Articles of Incorporation.

Dated this 12<sup>th</sup> day of January, 1995.

  
Gloria P. Moore, Registered Agent

FILED  
95 JAN 16 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA