

P95000005878

BOROUGHES, GRIMM, BENNETT & MORLAN

PROFESSIONAL ASSOCIATION

R. LEE BENNETT  
THOMAS BOROUGHS  
WILLIAM A. GRIMM  
HAROLD E. MORLAN, II  
JOHN R. SIMPSON, JR.

201 EAST PINE STREET  
SUITE 500  
POST OFFICE BOX 3309  
ORLANDO, FLORIDA 32802-3309  
TELEPHONE (407) 841-3353  
TELECOPIER (407) 843-9587

DOUGLAS E. STARCHER  
ROBERT J. STOVASH

EDWARD R. ALEXANDER, JR.  
KENNETH R. HAZOURI

ROBERT W. BOYD  
(OF COUNSEL)

January 18, 1995

VIA FEDERAL EXPRESS

Division of Corporations  
Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

200001384752  
-01/19/95--01092--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: FIS, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation for filing with your office. Also enclosed is this firm's check in the amount of \$70.00 for filing fees.

Please stamp the enclosed copy of the Articles of Incorporation and return to the undersigned in the enclosed self-addressed and stamped envelope.

Please do not hesitate to contact the undersigned should you have any questions. Thank you for your assistance.

Yours very truly,

  
R. Lee Bennett

AB  
1/23/95

RLB/reb

Enclosures

cc: FIS, Inc.

a:\secstate.fis

FILED  
1995 JAN 19 PM 12:30  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FIS, INC.

FILED  
1995 JAN 19 PM 12:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

FIS, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 401 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it

shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 401 South Magnolia Avenue, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is W. Harry Shuman.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
W. Harry Shuman	401 S. Magnolia Avenue Orlando, FL 32801

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

W. Harry Shuman

401 S. Magnolia Avenue  
Orlando, FL 32801

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of January, 1995.

W. Harry Shuman  
W. Harry Shuman

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of FIS, Inc.

W. Harry Shuman  
W. Harry Shuman

g:\artinc.fis

FILED  
1995 JAN 19 PM 12:30  
TALLAHASSEE, FLORIDA

**P95000005878**  
**GRAY, HARRIS & ROBINSON**

J. CHARLES GRAY  
GORDON M. HARRIS  
RICHARD M. ROBINSON  
PHILLIP R. FINCH  
PAMELA O. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUD  
BYRD F. MARSHALL, JR.  
J. MASON WILLIAMS III  
LEO P. ROCK, JR.  
G. ROBERTSON DILG  
CHARLES W. SELL  
JACK A. KIRSCHENBAUM  
JAMES W. PEEPLES III  
RICHARD E. BURKE  
GUY S. HAGGARD  
FREDERICK W. LEONHARDT  
BONNIE J. OWEN, JR.  
MICHAEL K. WILSON  
JEFFREY D. KEINER  
PAUL S. QUINN, JR.  
DAVID L. SCHICK  
JACK K. McMULLEN  
SUSAN T. SPRADLEY  
MICHAEL E. NEUKAMM  
DONALD A. NOHR  
PHILIP F. NOHR  
R. LEE BENNETT

PROFESSIONAL ASSOCIATION  
**ATTORNEYS AT LAW**

SUITE 1200  
201 EAST PINE STREET  
POST OFFICE BOX 3066

**ORLANDO, FL 32802-3066**

TELEPHONE (407) 843-8880  
FAX (407) 244-5690

WRITER'S DIRECT DIAL

TRACY A. BORGERT  
LILA GATE McHENRY  
KENT L. HIPP  
ROBERT L. BEALS  
DONALD H. GIBSON  
KIMBERLY NOWORYTA SUNNER  
N. SCOTT NOVELL  
CHRISTOPHER J. COLEMAN  
PEGGY H. HOYT  
RUSSELL S. KENT  
JOHN A. KIRST, JR.  
BRUCE M. HARRIS  
BRYAN D. AUSTIN  
R. DEAN CANNON, JR.  
FRANK A. HAMNER  
RICHARD A. RODGERS  
ALISON M. YURKO  
JAMES D. KISIO

OF COUNSEL  
MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
WILLIAM D. BOLTIN, III  
THEODORE L. SHINKLE  
WILBUR C. BREWTON, P.A.  
KELLY BREWTON PLANTE  
LEE M. KILLINGER

**May 29, 1996**

**Secretary of State  
State of Florida  
P. O. Box 6327  
Tallahassee, FL 32314**

**Re: 1. Florida Informanagement Services, Inc., Amended  
and Fourth Restated Articles of Incorporation; 2.  
FIS, Inc. Articles of Amendment**

**Dear Sir:**

100001850621  
-06/04/96--01147--001  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

I am enclosing for filing the original Articles of Amendment for FIS, Inc. changing its name to Florida Informanagement Services, Inc., the current name of its parent corporation.

I am also enclosing Amended and Fourth Restated Articles of Incorporation of Florida Informanagement Services, Inc. which contain several amendments, including the amendment of its name to FIS, Inc., the current name of its wholly owned subsidiary.

There is also enclosed with this letter a Certificate of the President of Florida Informanagement Services, Inc. prepared pursuant to Section 607.1007(4). Because these two companies, one a wholly owned subsidiary of the other, are flipping their names (the subsidiary's name will now become the name of the parent and the parent's name will now become the name of the subsidiary), we would appreciate it if you would file these papers simultaneously.

The filing fee for both sets of Articles in the amount of \$70.00 is enclosed.

7C  
96 JUN 1 3 21 PM '96  
SECRETARY  
DIVISION OF CORPORATIONS  
FILE

**GRAY, HARRIS & ROBINSON**  
PROFESSIONAL ASSOCIATION

Secretary of State  
May 29, 1996  
Page 2

Please call the undersigned if you have any questions or concerns. Thank you.

Yours very truly,

  
R. Lee Bennett

RLB/reb

Enclosures

cc: FIS, Inc.

fs:\usr\rbrown\secstate.fis

**ARTICLES OF AMENDMENT**  
**OF FIS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -3 PM 1:21

Pursuant to the provisions of the Articles of Incorporation of FIS, Inc. (a Florida corporation incorporated on January 19, 1995) (the "Corporation"), and Sections 607.1003 and 607.1006 of the Florida Statutes, the Corporation has amended its Articles of Incorporation as follows:

1. The current name of the Corporation is FIS, Inc.
2. The text of the amendment adopted is as follows:

**"ARTICLE I - Name**

The name of this Corporation shall be: Florida Informanagement Services, Inc."

3. This amendment was adopted by the sole Shareholder of the Corporation on April 17, 1996. The Corporation does not have a board of directors. The number of votes cast for the amend-ment by the Shareholder was sufficient for approval of the action taken.

5. This amendment shall be effective as of the date of the filing of these Articles by the Secretary of State of Florida.

FIS, INC.

By: W. Harry Shuman  
W. Harry Shuman, President of  
Florida Informanagement  
Services, Inc., the Sole  
Shareholder of FIS, Inc.