

**P95000010771**

RAYMOND P. VIRGILIO, CPA  
5331 Commercial Way, Suite 209  
Spring Hill, Florida 34606  
(904) 596-1985 Phone  
(904) 596-1070 FAX

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -8 PM 1:28

January 3, 1995

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

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for

New Day Systems, Inc. and my check to cover  
the fee.

Please return the approved Articles to me at the above address.

If you have any questions, please contact me at the above address  
or phone number.

Sincerely,

*Raymond P. Virgilio*

Raymond P. Virgilio  
Certified Public Accountant

RPV/1s

Encl

502  
671

500001307425  
-01/24/95--01015--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

1295-1761



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 25, 1995

RAYMOND P. VIRGILIO, CPA  
5331 COMMERCIAL WAY  
SUITE 209  
SPRING HILL, FL 34606

SUBJECT: NEW DAY SYSTEMS, INC.  
Ref. Number: W95000001761

We have received your document for NEW DAY SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 495A00003142

ARTICLES OF INCORPORATION  
OF

~~NEW DAY SYSTEMS, INC.~~  
NEW DAY SOLUTIONS, INC.

We the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under of provisions of Chapter 607 of the Statutes of The State of Florida.

ARTICLE I

The Name of this Corporation shall be:

~~NEW DAY SYSTEMS, INC.~~  
NEW DAY SOLUTIONS, INC.  
ARTICLE II

The general nature of the business to be transacted by this Corporation shall be as follows:

- a) To engage in any business or economic pursuit not prohibited by the laws of The State of Florida.
- b) To hold, lease, rent or sell such business or businesses, and to do any and all things necessary and pertinent to said business.
- c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -8 PM 1:28

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

#### ARTICLE III

The authorized capital stock of this Corporation shall consist of FIVE HUNDRED (500) no-par value shares. The transfer of the Corporation shares will be restricted. No share will be transferred, gifted, sold or bequeathed to any person or entity without the unanimous approval of all shareholders of the Corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of The United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than one thousand (\$1000) dollars.

#### ARTICLE V

This Corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this Corporation shall be at:  
384 Springtime Street, Spring Hill, Florida 34608.

#### ARTICLE VII

The number of directors shall be four, but the by-laws may provide for such increase or decrease in number thereof as is authorized by law.

#### ARTICLE VIII

The names and Post Office addresses of the members of the First Board of Directors, the President, Secretary, Vice-President and Treasurer are:

PRESIDENT: George L. Jenkins, Jr., 5548 Oak Ridge Avenue, New Port Richey, Florida 34652

VICE-PRESIDENT: Heinz H. Modinger, 384 Springtime Street, Spring Hill, Florida 34608

SECRETARY: Aileen M. Modinger, 384 Springtime Street, Spring Hill, Florida 34608

TREASURER: Brenda J. Jenkins, 5548 Oak Ridge Avenue, New Port Richey, Florida 34652

#### ARTICLE IX

The names and Post Office addresses of the subscribers to this Certificate of Incorporation are:

George L. Jenkins, Jr., 5548 Oak Ridge Avenue, New Port Richey, Florida 34652

Heinz H. Modinger, 384 Springtime Street, Spring Hill, Florida 34608

Aileen M. Modinger, 384 Springtime Street, Spring Hill, Florida 34608

Brenda J. Jenkins, 5548 Oak Ridge Avenue, New Port Richey, Florida 34652

#### ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors are hereby adopted as part of this Certificate of Incorporation.

a) No contract or other transaction of the Corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

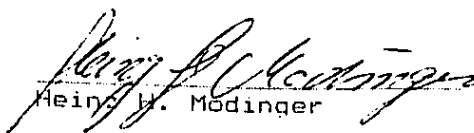
~~NEW DAY SOLUTIONS, INC.~~  
~~NEW DAY SYSTEMS, INC.~~

First, that ~~NEW DAY SOLUTIONS, INC.~~ organized  
~~NEW DAY SYSTEMS, INC.~~

under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation, in the  
Town of Spring Hill, County of Hernando, State of  
Florida, has named Heinz H. Modinger, situated at 384  
Springtime Street, Spring Hill, County of Hernando, State of  
Florida, as its agent to accept service of process within  
this State.

ACKNOWLEDGMENT:

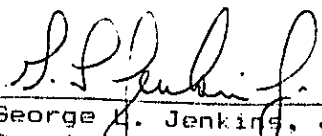
Having been named to accept service of process for the  
above stated Corporation, at place designated in this  
Certificate, I hereby accept to act in this capacity and  
agree to comply with the provision of said Act relative  
to keeping open said office.

  
Heinz H. Modinger

Corporation is or are parties to or interested in such contract, act or transaction and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

b.) The corporation will not be dissolved through filing or administratively without the unanimous approval of all the shareholders of the Corporation

WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Hernando County, State of Florida, for the uses and purposes aforesaid.

  
\_\_\_\_\_  
George H. Jenkins, Jr.  
President

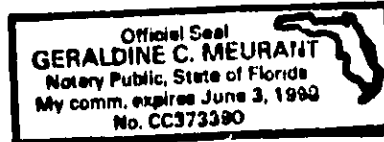
STATE OF FLORIDA )  
COUNTY OF HERNANDO)

The foregoing instrument was acknowledged before me this  
January 14, 1985 (date) by George L. Jenkins  
who have produced Gloria Rivers Lincee  
as identification and who did (not) take an oath.

In witness whereof, I have hereunto set my hand and  
official seal in the County and State aforesaid, this 10<sup>th</sup>  
day of January, 1995.

My commission expires:  
June 3, 1998

Geraldine C. Meurant  
Geraldine C. Meurant  
Notary Public



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB - 8 PM 1:28