

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

P95000014903

**csc networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546817 9511B

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : February 22, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 546817

CUSTOMER NO: 9511B

CUSTOMER: Robert S. Schumaker  
ROBBINS GAYNOR & BRONSTEIN, PA

Suite 2120  
100 N. Tampa Street  
Tampa, FL 33602

DOMESTIC FILING

P95000014903

NAME: HE CONSULTING SERVICES, INC.

XXXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

EFFECTIVE DATE  
2-21-96

*TM*  
2-22-95  
01

RECEIVED  
95 FEB 22 PM 1:45  
FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2-21-95

ARTICLES OF INCORPORATION  
OF  
HS CONSULTING SERVICES, INC.

FILED  
95 FEB 22 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is HS Consulting Services, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 21459 Peachland Boulevard, Port Charlotte, Florida 33954

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of February 21, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

## ARTICLE VI.

### REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Robert S. Schumaker, 100 North Tampa Street, Suite 2120, Tampa, Florida 33602. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

## ARTICLE VII.

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Henrietta Schumaker, 21459 Peachland Boulevard, Port Charlotte, Florida 33954.

## ARTICLE VIII.

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Robert S. Schumaker, 100 North Tampa Street, Suite 2120, Tampa, FL 33602.

## ARTICLE IX.

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE X.

##### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE XI.

##### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

#### ARTICLE XII.

##### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

D. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XIII.

##### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate

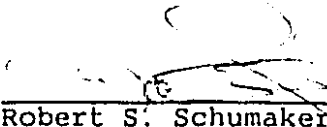
his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 31st day of February, 1995.

  
Robert S. Schumaker

INCORPORATOR

#21725