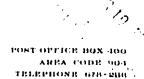
# POWELL, JONES & REID

ATTORNEYS OF LAW 107 NORTH PARTIN DRIVE NICEVILLE, FLORIDA 192568-0400

STANLEY BRICE POWELS, BOARD CERTIFIED TRIAL LAWYER MICHARD A. JONES CHARLES W. REID REITH J. KINDERMAN



PACSIMILE GIR-BRIG

P9500000, 20327

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Dear Sir/Madam:

Re: Advanced Management Systems, Inc.

Enclosed please find the original and one copy of the "Articles of Incorporation" of Advanced Management Systems, Inc., and our check in the amount of \$122.50 for filing, designation of registered agent, and certification of the enclosed copy of said articles.

Thank you for your attention to this matter.

Very truly yours,

CHARLES W. REID

CWR/mlm Enclosures as stated

3/13/95

# ARTICLES OF INCORPORATION OF ADVANCED MANAGEMENT SYSTEMS, INC.

#### Article I--Name

The name of this corporation is Advanced Management Systems Inc.

#### Article II--Duration

This corporation shall exist perpetually.

#### Article III -- Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

#### Article IV--Capital Stock

This corporation is authorized to issue one hundred (100) shares of Ten Dollar (\$10.00) par value common stock.

#### Article V--Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# Article VI -- Initial Registered Office and Agent

The street address of the initial registered office and principal office of this corporation is 605 Mooney Road, Fort Walton Beach, Florida 32547 and the name of the initial registered agent at that address is Lewis Jennings.

# Article VII -- Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	<u>Address</u>
Lewis Jennings, President	605 Mooney Road Fort Walton Beach, FL 32547
Garrie A. Farrow, Secretary	605 Mooney Road Fort Walton Beach, FL 32547
Sharon D. Farrow, Treasurer	605 Mooney Road Fort Walton Beach, FL 32547

# Article VIII -- Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

## Article IX--Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

# Article X--Management of Corporation by Board of Directors

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors as shareholders of this corporation.

# Article XI -- Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## Article XII -- Incorporation

The name and address of the person signing these articles is:

<u>Name</u>

Address

Lewis Jennings

605 Mooney Road Fort Walton Beach, FL 32547

#### Article XIII -- 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_\_\_\_ day of February, 1995.

Lewis Jennings

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this day of February, 1995, by Lewis Jennings, who is personally, known to me or has produced \_\_\_\_\_\_\_ as identification.

MATTIE L. MEEKS
MY COMMISSION & CC 178912
EXPIRES, March 9, 1998
Bonded Total Natury Public Underwriters

MATTIE L. MEEKS, Notary Public STATE OF FLORIDA AT LARGE

#### Acceptance by Registered Agent

Having been named to accept service of process for the above-stated corporation at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and completed performance of my duties.

LEWIS JENNINGS