

P95000023070

Michael A. Cumbo
1191 Lake Breeze Drive
Wellington, Florida 33414
(407) 820-4172

March 8, 1995

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

100001435791
-03/22/95--01010-010
****122.50 ****122.50

RE: Articles of Incorporation for TOTAL SOLUTIONS AND SUPPORT

Enclosed is the original of the Articles of Incorporation for the above-designated corporation.

I enclosed a check to cover the following costs in connection therewith:

Filing Fee	\$35.00
Resident Agent Fee	35.00
<u>Certified Copy</u>	52.50
TOTAL:	\$122.50

Thank you for your assistance.

Very truly yours,

Michael A. Cumbo
Michael A. Cumbo

Enclosures: Original Articles of Incorporation
Check for \$122.50

1995 MAR 21 AM 11:15
FILED
SECRETARIAL STATE
TALLAHASSEE, FLORIDA

FLB 3/22/95
P95-23070

CERTIFICATE OF INCORPORATION

of

TOTAL SOLUTIONS AND SUPPORT, INC.

FIRST. The name of the corporation is:

TOTAL SOLUTIONS AND SUPPORT, INC.

SECOND. The mailing address and the registered office of the corporation in the State of Florida is 1191 Lake Breeze Drive, Wellington, Florida 33414. The name of its registered agent at such address is:

Michael A. Cumbo

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000). These shares shall have no pre-emptive or preferential rights of subscription concerning further issuance or authorization of the corporation's shares.

FIFTH. The name and mailing address of each incorporator is as follows:

NAME

MAILING ADDRESS

Michael A. Cumbo

1191 Lake Breeze Drive
Wellington, Florida 33414

SIXTH. The corporation is to have perpetual existence.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the By-Laws of the corporation.

To authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends, a reserve or reserves, for any proper purpose, and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member in any meeting of the committee. Any such committee, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and the corporation to be affixed to all papers which may require it; provided, however the By-Laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

As the board of directors shall deem expedient and for the best interests of the corporation; and when and as authorized by the affirmative vote of the holders of a majority of the stock issued, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding the board shall sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations.

EIGHTH. Meeting of stockholders may be held within or without the State of Florida as the By-Laws may provide. The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the board of directors in the By-Laws of the corporation.

Elections of directors need not be by written ballot unless the By-Laws of the corporation shall so provide.

NINTH. The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. All officers and directors shall be indemnified by the corporation against all expenses and liabilities including attorney's fees (including appellate proceedings)

reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. This corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them (individually or collectively) or incurred by them in their capacity as officers and directors or arising out of their status as such.

The UNDERSIGNED, being the sole incorporator herein-before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida makes this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this

12th day of March, 1995.


MICHAEL A. CUMBO

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss.:

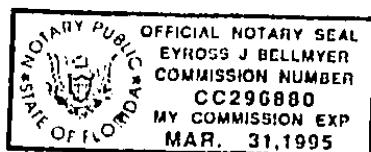
BE IT REMEMBERED that on this 12th of March, 1995 A.D., personally appeared before me, a Notary Public for the State of Florida at Large, the following:

MICHAEL A. CUMBO

the party to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged under oath that the facts stated in the foregoing certificate to be his act and deed and that the facts stated therein are true.

GIVEN under my hand the day and year aforesaid.

My Commission Expires




Ross J. Bellmyer
Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 12th day of March, 1995


Michael A. Cumbo

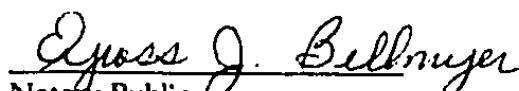
135 MAR 21 1995
FILLED
SEARCHED
TALLAHASSEE, FLORIDA
STATE OF FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Michael A. Cumbo, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of TOTAL SOLUTIONS AND SUPPORT, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of March, 1995.

My Commission Expires:


EYROSS J. BELLMYER
Notary Public
State of Florida at Large

