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AUTHORIZATION :

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ORDER DATE : March 31, 1995

ORDER TIME : 10:09 AM

ORDER NO. : 569268

CUSTOMER NO: 7727A

CUSTOMER: Thomas P. McNamara, Esq.  
KALISH & WARD

Suite 4100  
101 East Kennedy Boulevard  
Tampa, FL 33602

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DOMESTIC FILING

NAME: CHITESTER MANAGEMENT SYSTEMS,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN MAR 31 1995

FILED  
95 MAR 31 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHITESTER MANAGEMENT SYSTEMS, INC.

FILED  
95 MAR 31 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

CHITESTER MANAGEMENT SYSTEMS, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be: 8725 Bay Crest Lane, Tampa, Florida 33615.

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other

benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE 4

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 E. Kennedy Blvd., Suite 4100, Tampa, Florida and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
David D. Chitester	8725 Bay Crest Lane Tampa, Florida 33615

## ARTICLE 7

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara, Esq.	101 E. Kennedy Blvd. Suite 4100 Tampa, Florida 33602

## ARTICLE 8

### Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

## ARTICLE 9

### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

## ARTICLE 10

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE 11

### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

A handwritten signature in dark ink, appearing to read 'T.P. McNamara', is written over a horizontal line.


THOMAS P. MCNAMARA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED  
95 MAR 31 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, THOMAS P. MCNAMARA, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 30th day of March, 1995.

  
THOMAS P. MCNAMARA