

HIDAY & RICKE, P.A.

P95000029857

March 3, 1995

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Data Systems, Inc.

Gentlemen:

Please find enclosed an original and a copy of the Articles of Incorporation and the certificate designating the Registered Agent for Data Systems, Inc. I wish to file these documents with your office to allow the incorporation of this business.

Please certify the enclosed copy and return it to me at the below address at your first convenience. We have enclosed our check in the amount of \$ to cover your fees for this incorporation. Please call me at the toll free number listed below if there are any problems with this application so they can be immediately rectified.

Thank you for your prompt attention and consideration in this matter.

Sincerely,

Robert D. Hiday

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RDH/jj  
Enclosures

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W95-~~3~~

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 8, 1995

ROBERT D. HIDAY  
8375 DIXELLIS TRAIL  
SUITE 201  
JACKSONVILLE, FL 32256

SUBJECT: DATA SYSTEMS, INC.  
Ref. Number: W95000005059

We have received your document for DATA SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 695A00010255

HIDAY & RICKE, P.A.

ATTORNEYS AT LAW

March 14, 1995

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Managing Partners, Inc./Data Systems, Inc.  
Ref. Number: W95000005059

Gentlemen:

Please find enclosed an original and a copy of the Articles of Incorporation and the certificate designating the Registered Agent for Managing Partners, Inc. Note that we had originally filed this under the name of Data Systems, Inc., and you assigned the above reference number to that filing. Now that we have determined that the sought after name is unavailable, we wish to file under the name of Managing Partners, Inc.

Please certify the enclosed copy and return it to me at the below address at your first convenience. We previously paid your fee of \$122.50, which you are holding at this time. Please call me at the toll free number listed below if there are any problems with this application so they can be immediately rectified.

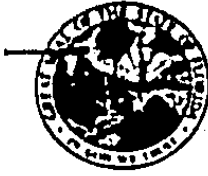
Thank you for your prompt attention and consideration in this matter.

Sincerely,



Robert D. Hiday

RDH/jj  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 21, 1995

ROBERT D. HIDAY  
8375 DIXELLIS TRAIL  
SUITE 201  
JACKSONVILLE, FL 32256

SUBJECT: MANAGING PARTNERS, INC.  
Ref. Number: W95000005059

We have received your document for MANAGING PARTNERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 995A00012712

*Please let me know  
if this change will  
suffice RDD*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 3, 1995

ROBERT D. HIDAY  
8375 DIX ELLIS TRAIL SUITE 201  
JACKSONVILLE, FL 32256

SUBJECT: MANAGING PARTNERS, INC.  
Ref. Number: W9500007116

We have received your document for MANAGING PARTNERS, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 895A00014866

ARTICLES OF INCORPORATION OF  
MANAGING PARTNERS, INC.

FILED

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is Managing Partners, Inc.

ARTICLE TWO  
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

- (a) To produce, design, sell, and otherwise deal in computer software and all related products, including hardware.
- (b) To acquire, hold, and dispose of stocks and subscription rights thereto and bonds and other evidences of indebtedness of any corporation; to acquire, hold, and dispose of bonds, mortgages, and assignments thereof; and insofar as it is permitted by law, to purchase, hold, and reissue shares of its own capital stock and its own bonds;
- (c) To borrow money and issue evidences of indebtedness to further any or all of the objects of its business; and to secure the indebtedness by mortgage, deed of trust, pledge, or other lien;
- (d) To enter into and perform contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the corporation;
- (e) To make refunds of overassessments to stockholders, occupants of apartments, or others as provided in the bylaws; and
- (f) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

(g) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

(h) In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Section 607.011 of the Florida Statutes, and as the same may be amended, except such powers as are inconsistent with the express provisions of these articles of incorporation.

#### ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 300. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

#### ARTICLE FIVE COMPANY ADDRESS, REGISTERED OFFICE AND AGENT

The street address of the company, and the initial registered office of the corporation is 8375 Dix Ellis Trail, Suite 201, Jacksonville, Florida 32256, and the name of its initial registered agent at such address is Robert D. Hiday.

#### ARTICLE SIX DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:


Name	Address
Gary W. Foster	3336 Pintail Drive North Jacksonville Beach, Florida 32250

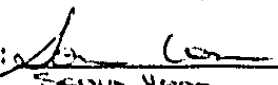
#### ARTICLE SEVEN INCORPORATORS

The name and address of each incorporator is:

Name	Address
Gary W. Foster	3336 Pintail Drive North Jacksonville Beach, Florida 32250

Executed by the undersigned at Jacksonville, Florida, on March 3, 1995.  
In witness where, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 3rd day of March, 1995.



  
\_\_\_\_\_  
Gary W. Foster  
Incorporator

Witnessed:   
\_\_\_\_\_  
Becky S. Odom  
Becky S. Odom

STATE OF FLORIDA  
COUNTY OF DUVAL

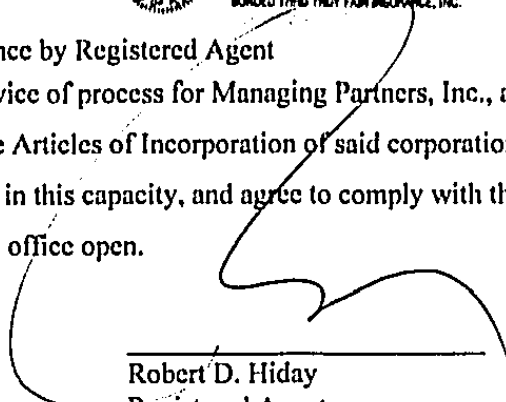
Before me, the undersigned authority, personally appeared Gary W. Foster, party to the foregoing Articles of Incorporation, to me well known and to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth there are true and correct, and who did take an oath.

Witness my hand and official seal on this 3rd day of March, 1995.

  
\_\_\_\_\_  
 RHONDA JAN TAYLOR  
MY COMMISSION # CC 222440 EXPIRES  
September 7, 1998  
BONDED THIRD PARTY INSURANCE, INC.

Acceptance by Registered Agent

Having been named to accept service of process for Managing Partners, Inc., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.

  
\_\_\_\_\_  
Robert D. Hiday  
Registered Agent

95 APR 17 PM 2:20  
JACKSONVILLE, FLORIDA