

15000031476

10. DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
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TALLAHASSEE, FL 32399
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FLORIDA DIVISION OF CORPORATIONS
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FROM: CORPORATE CREATIONS MIAMI
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MIAMI BEACH FL 33140-0000
CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994

(((H95000004484)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: INSTITUTE OF INFORMATION & MEDIA RESOURCES INC.
FAX AUDIT NUMBER: H95000004484
DATE REQUESTED: 04/20/1995
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TALLAHASSEE, FLORIDA

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FLORIDA

**Articles of Incorporation
of
Institute of Information & Media Resources Inc.**

Article I. Name

The name of this Florida corporation is Institute of Information & Media Resources Inc.

Article II. Address

The mailing address of the Corporation is:

Institute of Information & Media Resources Inc.
5360 East Bay Drive, Suite 578-178
Clearwater, FL 34624

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

David G. Hickman
Marie R. Hickman

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 21, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 21, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-8091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Institute of Information & Media Resources Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

Joseph P. Mata
Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as Attorney in Fact

Date: April 21, 1995

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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DAVID G. HICKMAN
Business Counselor

5370 East Bay Dr., Suite 578-178 • Clearwater, FL 34624
(813) 532-8406 • Cellular (813) 445-5452 • FAX (813) 524-8799

December 4, 1996

Florida Secretary of State
Division of Corporations - Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

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-12/09/96--01064--004
*****35.00 *****35.00

Filing of Amendment to Articles of Incorporation and Notification of Change of Address


Dear Sir or Madame:

The enclosed Articles of Amendment are provided with the attached check in the amount of \$35.00 pursuant to your letter of instruction on filing amendments. Additionally, we would like to inform you that our mailing address is changing effective December 16, 1996 to:

General Business Services of Tampa Bay Inc.
28870 US 19 North, Suite 300
Clearwater, FL 34621

Please advise whether any other information is needed. Thank you for your previous assistance on this matter and in advance for filing this change.

Sincerely,


DAVID G. HICKMAN
President

c: John W. Hintenach
Marie R. Hickman

~~100002023831~~

SH
2/29
Amend
& NC

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97 JAN 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1996

David G. Hickman
28870 US 19 North
Suite 300
Clearwater, FL 34621

SUBJECT: INSTITUTE OF INFORMATION & MEDIA RESOURCES INC.
Ref. Number: P95000031476

We have received your document for INSTITUTE OF INFORMATION & MEDIA RESOURCES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The registered agent must sign accepting the designation.

The amendment can only have one effective date. You can specify a delayed effective date up to 90 days after the file date of the amendment. You must also specify the date of adoption separately from the effective date. The date of adoption must be prior to the file date. The file date will be the date we receive the document back in our office. When being named as registered agent, the new agent must sign under the acceptance paragraph accepting the designation as registered agent.

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) 497-6009.

Steven Harris
Corporate Specialist

Letter Number: 096A00056095

**ARTICLES OF AMENDMENT 001
TO
ARTICLES OF INCORPORATION
OF
INSTITUTE OF INFORMATION AND MEDIA RESOURCES INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida Profit Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Article I. Name is amended, as adopted January 1, 1996 by resolution of the board of directors, to read:

The name of this Florida corporation is General Business Services of Tampa Bay Inc.

Article III. Capital Stock is amended, as adopted effective January 1, 1996 by resolution of the board of directors, to permit the corporation to issue up to 100,000 shares of common stock, as shown below:

The Corporation shall have the authority to issue 100,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent is amended to reflect the changes adopted by the board of directors December 12, 1995, removing Corporate Creations International, Inc. and placing Mr. David G. Hickman, majority shareholder in their place. The following information shall replace the information at Article IV:

**Mr. David G. Hickman
3186 Shoreline Drive
Clearwater, Florida 34620-1736**

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TALLAHASSEE, FLORIDA

SECOND:

The ownership of existing shares does not change, however, effective with this name change, and in consideration of sums of money and commitments of effort as reflected by a separate agreement between Mr. John W. Hintenach and Mr. David G. Hickman, the following additional shares of stock are issued reflecting management control and sharing of proceeds by the parties:

As adopted January 1, 1996, twelve thousand five hundred twenty-five (12,525) shares of common stock have been issued to Mr. John Hintenach and an additional fifty thousand (50,000) shares of common stock are issued to Mr. David G. Hickman, bringing his total of shares to 50,051 on January 16, 1996. Marie R. Hickman remains the third owner, holding 49 shares.

THIRD:

The changes to Articles I (Name) and III (Capital Stock) were adopted and are effective January 1, 1996. The change to Article IV (Registered Agent) was adopted December 11, 1995 and is effective as of the date of this amendment, January 1, 1996.

FOURTH:

These amendments were approved by the shareholders and directors. The number of votes cast for the amendments were sufficient for approval.

Signed and Effective this 1st day of January, 1996.

For GENERAL BUSINESS SERVICES OF TAMPA BAY INC.

A handwritten signature in cursive script, appearing to read "David G. Hickman", is written over a horizontal line.

DAVID G. HICKMAN
President

Attachment to Amendment to Articles of Incorporation Effective January 1, 1996
General Business Services of Tampa Bay, Inc.

Acceptance of Assignment of Registered Agent Duties:

As newly appointed registered agent, and majority shareholder of this corporation, I acknowledge that I am familiar with the position's requirements and accept the responsibility of being the registered agent for this corporation.


David G. Hickman