

P95000034407

DIANA V. HUSS
12001 Belcher Rd., Apt. H-131
Largo, FL 34643
(813) 532-9408

FILED
95 APR 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 24, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****131.25 ****131.25

RE: VeraGraphixx, Inc.

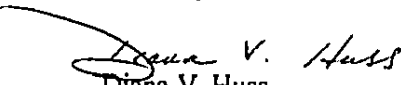
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$131.25.

This represents the cost of Filing Fee, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Thank you for your immediate attention to this matter.

Sincerely,



Diana V. Huss
President
12001 Belcher Rd., Apt. H-131
Largo, Florida 34643
(813) 532-9408

/dvh
Enclosures

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**ARTICLES OF INCORPORATION
OF
VeraGraphix, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being persons competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the Florida General Corporation Act.

ARTICLE I - NAME AND ADDRESS

The name and address of the corporation shall be: VeraGraphix, Inc., 12001 Belcher Road, H-131, Largo, Florida 34643.

ARTICLE II - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be immediately upon the filing of such Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - BUSINESS AND ACTIVITIES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

B. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE V - LIABILITY

No officer, director or shareholder shall be personally liable for any debts of this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The street address in Florida of the Corporation's initial registered office and the name of its initial Registered Agent is: Hilda A. Huss, 12001 Belcher Road., H-131, Largo, Florida 34643.

ARTICLE VII - DIRECTORS

A. The initial number of Directors of this Corporation shall be two, whose names and addresses are:

Diana V. Huss - President/Secretary - 12001 Belcher Road, H-131, Largo, Florida, 34643.

Marshall A. McElyea - Vice President - 12001 Belcher Road, H-131, Largo, Florida, 34643.

B. The initial number of Officers of this Corporation shall be two, whose names and addresses are:

Diana V. Huss - President/Secretary - 12001 Belcher Road, H-131, Largo, Florida, 34643.

Marshall A. McElyea - Vice President - 12001 Belcher Road, H-131, Largo, Florida, 34643.

C. The number of Directors and Officers may be either increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

D. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

E. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be fulfilled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing these Articles is: Diana V. Huss, 12001 Belcher Road, Hills 1, Largo, Florida 34643.

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

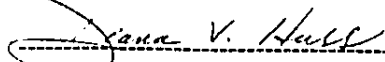
ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of April, 1995.

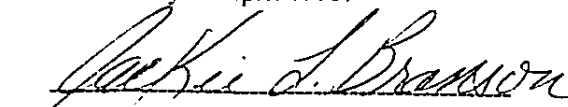


President/Secretary - Diana V. Huss

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Diana V. Huss known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

WITNESS MY HAND and official seal on this 24th day of April 1995.


NOTARY PUBLIC **JACKIE L. BRANSON**
Notary Public, State of Florida
My Comm. Expires April 7, 1998
No. CC362367

**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT
OF
VeraGraphix, Inc.

95 APR 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 12001 Belcher Road, H-131, Largo, Florida, 34643 has named Hilda A. Huss located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Hilda A. Huss
Registered Agent