

P95000039690

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001491678
-05/17/95--01137--015
*****78.75 *****78.75

SUBJECT: THERASOFT CORPORATION

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 AM 9:37

FROM:

JAMES O. BERTRAND

Name (printed or typed)

595 N. NOVA Rd Suite 209

Address

ORMOND BEACH, FL 32174

City, State & Zip

904 673 4925

Daytime Telephone number

AB 5/18/95

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be Therasoft Corporation. The duration of the corporation shall be perpetual. The purpose for which the corporation is organized to develop and market computer software and the transaction of any or all lawful business permitted under laws of United States and Florida.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 595 N. Nova Road, Suite 209, Ormond Beach, Florida 32174. The name of the county or city in the State of Florida in which the said registered office of the corporation is located in the county of Volusia.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 20,000 divided into 10,000 shares of Class A common stock with \$.01 ea. par value and 10,000 Shares of Class B common stock with \$.01 ea. par value.

The following is a description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A common stock and the Class B common stock of the corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors, and holders of Class B common stock shall have no voting power whatsoever, and no holder of Class B common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stock holder thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: James O. Bertrand, 385 Coquina Avenue, Ormond Beach, FL 32174.

ARTICLE V INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Carol K. Bertrand	385 Coquina Avenue, Ormond Beach, FL 32174
James O. Bertrand	385 Coquina Avenue, Ormond Beach, FL 32174

The undersigned incorporators have executed these Articles of Incorporation this 15th day of May, 1995.

Carol K. Bertrand
Signature
James O. Bertrand
Signature

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: Therasoft Corporation
2. The name and address of the registered agent and office is:

James O. Bertrand
385 Coquina Avenue
Ormond Beach, Florida 32174

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James O Bertrand
(Signature)

5/15/95
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314