



**ARTICLES OF INCORPORATION  
OF  
ELECTRONIC REFERENCE SYSTEMS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:  
**ELECTRONIC REFERENCE SYSTEMS, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is any lawful business purpose(s) authorized under the laws of the State of Florida and the United States of America including, but not limited to, the following:

To market electronic information on CD-ROM or floppy disks.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor of surety of any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property of cash, either to charitable organizations or otherwise, when deemed in the interest of this corporation.

To adopt such pension, profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant

such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of this corporation.

To have and exercise all of the powers now and hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers.

#### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 6,500 shares, \$1.00 par value per share.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

#### **ARTICLE V. TERM**

This corporation shall have perpetual existence.

#### **ARTICLE VI. ADDRESS**

The post office address of the principal office of this corporation and the post office address of the office of the Registered Agent is 200 Executive Way, Ponte Vedra Beach, Florida 32082. The Board of Directors may from time to time move the office to any other place in Florida.

#### **ARTICLE VII. DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the shareholders having the right and entitled to vote at a meeting called for that purpose.

#### **ARTICLE VIII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors of this corporation are:

Anthony J. Spuria, 200 Executive Way, Ponte Vedra Beach, Florida 32082

#### **ARTICLE IX SUBSCRIBERS**

The names and post office addresses of the subscribers of these Articles of Incorporation are:

Anthony J. Spuria, 200 Executive Way, Ponte Vedra Beach, Florida 32082

#### **ARTICLE X. MISCELLANEOUS**

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The shareholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreements they may see fit. The Bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefore in any form.

#### **ARTICLE XI. INDEMNITY**

This corporation is authorized to indemnify any director, officer or employee or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any

such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it as to the interests of this corporation that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any right to which he may be entitled under the Bylaws or otherwise.

#### **ARTICLE XII. AMENDMENT**

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 a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XIII. REGISTERED AGENT**

Anthony J. Spuria.

#### **ARTICLE XIV. PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the Corporation.

IN WITNESS WHEREOF, the subscriber and incorporator has hereunto  
set his hand and seal this 7th day of June, 1995.

  
Anthony J. Spuria

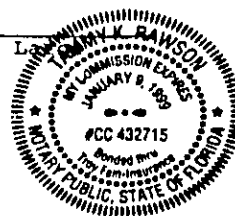
STATE OF FLORIDA

COUNTY OF ST. JOHNS

Before me personally appeared Anthony J. Spuria, to me well known  
and known to me to be the person described in and who executed the  
foregoing instrument and acknowledged to and before me that he executed  
said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of June, 1995.

  
Notary Public, State of Florida at Large  
My commission expires: 1/9/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That **EMPLOYMENT REFERENCE SYSTEMS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation in the City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named the following individual as its Registered Agent to accept service of process within this state:

**Anthony J. Spuria**  
200 Executive Way  
Ponte Vedra Beach, Florida 32082

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of the Florida General Corporation Act relative to such.

  
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Anthony J. Spuria