

PG5000045735

April 25, 1995

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

200001508072  
-06/08/95--01023--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Terranova Services, Inc.

Dear Sir:

JUN 13 1995 BSB

Enclosed please find the original plus one (1) copy of the Articles of Incorporation relating to the above referenced corporation. Also, enclosed please find Check # 5809 in the amount of \$122.50 made payable to the Secretary of State, for the required filing fee, registered agent fee and certified copy.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your prompt attention to this matter.

Richard D. Talamas GAVE

11 12 TION BY PHONE TO

COMP. E. T. beg. agent name in  
article five  
DATE 6/13/95

DOC. EXAM. BSB

Very truly yours,

Arthur Falconi  
ARTHUR FALCONI  
8405 N.W. 53rd Street  
Suite B-240  
Miami, Florida 33166  
Tel: (305) 470-2233

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN -7 PM 2:04

FILED

JUN 13 1995 BSB

Enclosures

C:\WP51\TERRANOVA\10790425.LTR

**ARTICLES OF INCORPORATION**  
**OF**  
**TERRANOVA SERVICES, INC.**

FILED  
95 JUN -7 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

**ARTICLE ONE**

The name of the corporation shall be **TERRANOVA SERVICES, INC.**

**ARTICLE TWO**

The Corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

**ARTICLE THREE**

The general purposes for which the corporation is organized are:

- a) To provide computer hardware support and services; and
- b) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is 100 shares, with a par value of \$1.00 per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

#### ARTICLE FIVE

The name and street address of the initial registered agent and the registered office of the corporation are as follows:

RICARDO TALAMAS  
~~TERRANOVA SERVICES, INC.~~  
8405 N.W. 53rd Street, Suite B-240  
Miami, Florida 33166

This is also the mailing address of the corporation.

The corporation shall have the privilege of opening branch offices at an other place within or without the State of Florida, and the Board of Directors may from time to time move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

#### ARTICLE SIX

The initial Board of Directors of the corporation shall consist of one member who shall serve until his successors are elected and qualified at the first annual meeting of stockholders.

The name and address of the initial Board of Directors is as follows:

Arthur Falconi  
8405 N.W. 53rd Street, Suite B-240  
Miami, Florida 33166

**Ricardo Talamas**  
**8405 N.W. 53rd Street, Suite B-240**  
**Miami, Florida 33166**

**Paul Morrow**  
**8405 N.W. 53rd Street, Suite B-240**  
**Miami, Florida 33166**

The Board of Directors consisting of not less than one (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

#### **ARTICLE SEVEN**

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

**Arthur Falconi, President**  
**8405 N.W. 53rd Street, Suite B-240**  
**Miami, Florida 33166**

**Ricardo Talamas, Vice President**  
**8405 N.W. 53rd Street, Suite B-240**  
**Miami, Florida 33166**

**Paul Morrow, Secretary**  
**8405 N.W. 53rd Street, Suite B-240**  
**Miami, Florida 33166**

**ARTICLE EIGHT**

The corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

**ARTICLE NINE**

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

**ARTICLE TEN**

The name and address of the incorporator is as follows:

Arthur Falconi  
8405 N.W. 53rd Street, Suite B-240  
Miami, Florida 33166

**ARTICLE ELEVEN**

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

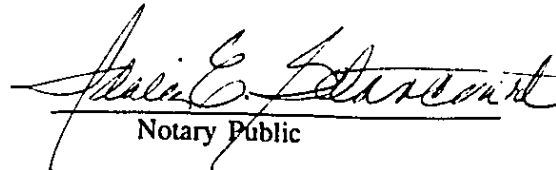
IN WITNESSED WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, on the 20th day of April, 1995, and does hereby certify that the facts and matters hereinabove set forth are true and correct to the best of his knowledge and belief.

  
\_\_\_\_\_  
ARTHUR FALCONI

STATE OF FLORIDA )  
COUNTY OF DADE )

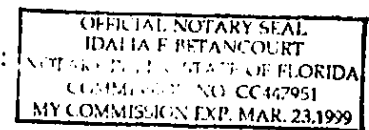
BEFORE ME, the undersigned authority, personally appeared Arthur Falconi, to me well known to be the person described in and who subscribed these Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 30th day of April, 1995.

  
Notary Public

IDALIA E. BETANCOURT  
Printed Notary Signature

My commission expires:



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named Registered Agent to accept service of process for Terranova Services, Inc., at the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.

  
RICARDO TALAMAS

FILED  
95 JUN -7 PM 2:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

P95000045735  
ANDERSON, MARTIN & ROTH, P.A.  
ATTORNEYS AT LAW

DAVID W. ANDERSON, J.D.  
JOHN P. MARTIN, M.S.B.A., J.D., LL.M.(TAX)  
THOMAS R. ROTH, D.D.S., J.D., LL.M.(TAX)

16120 U.S. HWY 19 N. STE. 118  
CLEARWATER, FLORIDA 34624  
TELEPHONE (813)-530-7730  
FACSIMILE (813)-530-7808

August 26, 1996

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

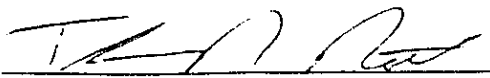
RE: RAFAEL M. PALAGANAS, D.D.S., P.A.  
Document No. P96000045735

Dear Sir/Madam:

Please correct the address of the above corporation to 8201 113th Street N., Seminole, Florida 33772. Should you have any further requirements in order to correct this address wherever referred to in the Articles of Incorporation and in all other instances with regard to the Secretary of State, please advise.

Very truly yours,

ANDERSON, MARTIN & ROTH, P.A.

  
Thomas R. Roth

TRR:faj  
cc: Rafael M. Palaganas, D.D.S.

ymtr  
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