

P95000048048

SHARP & GAY, P.A.
ATTORNEYS AT LAW
4741 ATLANTIC BOULEVARD, SUITE F
JACKSONVILLE, FLORIDA 32207

ROBERT M. SHARP
RICHARD W. WITHERS

E. J. BRATLEY
PARALEGAL

June 2, 1995

RHODES GAY
(1947-1994)
TELEPHONE
(904) 346-0262
FAX
(904) 346-0295

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

500001506445
-06/06/95--01058--014
*****70.00 *****70.00

Dear Mr. Smith:

Enclosed for filing please find the Articles of Incorporation and Designation of Registered Agent for Computer Clearinghouse, Inc. and for Computer Clearinghouse Two, Inc. Checks for the filing fee and registered agent designations for each corporation are enclosed.

Please provide the customary confirmation of filing.

With our regards,

Yours truly,

Richard W. Withers

Richard W. Withers

55 JUN - 20 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RWW/acc

cc: Allen Black

Curtis and Donna Stiles

6/10/95

(Signature)

cc 95 - 118414

*cc 678
cc 634
cc 671*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1995

SHARP & GAY P.A. S
C/O RICHARD W. WITHERS
4741 ATLANTIC BLVD. STE F
JACKSONVILLE, FL 32207

SUBJECT: COMPUTER CLEARINGHOUSE, INC.
Ref. Number: W95000011844

We have received your document for COMPUTER CLEARINGHOUSE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00028622

ARTICLES OF INCORPORATION
OF
COMPUTER CLEARINGHOUSE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of the corporation is COMPUTER CLEARINGHOUSE, INC.

Article II
Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation

JUN 20 1975
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation, and its principal office address, is 9978-2 Baymeadows Road, Jacksonville, Florida 32256, and the name of the initial registered agent is ALLEN J. BLACK, whose address is 9978-2 Baymeadows Road, Jacksonville, Florida 32256.

Article VI
Directors

Section 6.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Allen J. Black	9978-2 Baymeadows Road, Jacksonville, Florida 32256
Patricia K. Black	4704 Lofty Pines Circle East, Jacksonville, Florida 32210

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Allen J. Black 9978-2 Baymeadows Road, Jacksonville, Florida 32256.

Article IX
Amendment

Section 9.1. Amendment. This corporation reserves 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 reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 28th day of April, 1995.


ALLEN J. BLACK

STATE OF FLORIDA
COUNTY OF DUVAL

Execution of the foregoing instrument, as acknowledged before me this 28th day of April, 1995, by Allen J. Black.



Print name of Notary: _____

Notary Public, State of Florida, Not Large  SHARON PHILIPPE

My Commission expires: _____

Serial Number: _____

MY COMMISSION: # CC250447 EXPIRES
January 5, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.034, the following
is submitted:

COMPUTER CLEARINGHOUSE, INC., desiring to organize or qualify under the
laws of the State of Florida hereby designates Allen J. Black as its registered
agent to accept service of process within the State of Florida and the address of
its registered office shall be 9978-2 Baymeadows Road, Jacksonville, Florida
32256.


ALLEN J. BLACK

Dated: April 28, 1995

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties.


ALLEN J. BLACK

Dated: April 28, 1995