

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-222-0191

222-0191

800-143-8016

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 0721000032

REFERENCE : 641312 5315A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 13, 1995

ORDER TIME : 12:34 PM

ORDER NO. : 641312

CUSTOMER NO: 5315A

CUSTOMER: J. Eric Taylor, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

400001537154

DOMESTIC FILING

NAME: SPECHT NETWORK CONSULTING
SERVICES, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

95 JUL 13 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. BROWN JUL 14 1995

ARTICLES OF INCORPORATION
OF
SPECHT NETWORK CONSULTING SERVICES, INC.

FILED
95 JUL 13 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Specht Network Consulting Services, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4622 Browning Avenue
Tampa, Florida 33629

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4622 Browning Avenue, Tampa, Florida 33629 and the initial registered agent of this corporation at such office shall be Dwight M. Specht. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this

corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Dwight M. Specht	4622 Browning Avenue Tampa, Florida 33629

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Dwight M. Specht	4622 Browning Avenue Tampa, Florida 33629

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted

by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



DWIGHT M. SPECHT

SPECHT NETWORK CONSULTING SERVICES, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Dwight M. Specht, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 29 day of June, 1995.


DWIGHT M. SPECHT

FILED
95 JUL 13 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE UNITED STATES
CORPORATION
COMPANY

P95000054341

ACCOUNT NO. : 072100000032

REFERENCE : 504336 5315A

AUTHORIZATION :

COST LIMIT : *Peterio P...*

ORDER DATE : August 21, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 504336-005

CUSTOMER NO: 5315A

Name Change Amend
500002273615--6

CUSTOMER: Nelson T. Castellano, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: SPECHT NETWORK CONSULTING
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 AUG 21 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 21 AM 11:46
DIVISION OF CORPORATION

* 02250, 02544, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SPECHT NETWORK CONSULTING SERVICES, INC.
Ref. Number: P95000054341

We have received your document for SPECHT NETWORK CONSULTING SERVICES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00042464

RESUBMIT

Please give original
submission date as file date.

87 SEP 4 PM 3:25
RECEIVED
CORPORATION

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SPECHT NETWORK CONSULTING SERVICES, INC.

FILED
97 AUG 21 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Specht Network Consulting Services, Inc. a corporation organized and existing under the laws of State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete Article I of the Articles of Incorporation and to substitute in its place the following:

ARTICLE I

Name

The name of this corporation shall be:

Integrity USA, INC.

2. This amendment to the Articles of Incorporation was approved by unanimous joint written consent of the stockholders and the Board of Directors of this corporation adopted on the 19th day of August, 1997.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Amendment of the Articles of Incorporation this 19th day of August, 1997.


Dwight M. Specht, President