

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8080



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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 071100000032

REFERENCE : 642807 7971A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 17, 1995

ORDER TIME : 11:46 AM

ORDER NO. : 642807

CUSTOMER NO: 7971A

CUSTOMER: Emil C. Marquardt, Jr., Esq
MACFARLANE AUSLEY FERGUSON &
MCMULLEN
P. O. Box 1669

Clearwater, FL 34617

300001539133
-07/17/95--01045--016
****122.50 ****122.50

DOMESTIC FILING

NAME: OBJECTIVE INSIGHT, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS: T. BROWN JUL 17 1995

FILED
95 JUL 17 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NR 295-2882

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

400 CLEVELAND STREET
P. O. BOX 1688 (ZIP 34617)
CLEARWATER, FLORIDA 34618
(813) 441-8986 FAX (813) 442-8470

111 MADISON STREET, SUITE 2300
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33601
(813) 273-4200 FAX (813) 273-4396

IN REPLY REFER TO:

July 12, 1995

Clearwater Office

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

RE: Objective Insight, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bs
Encs.

ARTICLES OF INCORPORATION
OF
OBJECTIVE INSIGHT, INC.

FILED
95 JUL 17 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is OBJECTIVE INSIGHT, INC., whose place of business is located at 8704 Bay Laurel Court, Tampa, Florida 33647.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issu-

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, Florida 34617 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael G. McCown	8704 Bay Laurel Court Tampa, FL 33647	President/ Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael G. McCown	8704 Bay Laurel Court Tampa, FL 33647

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

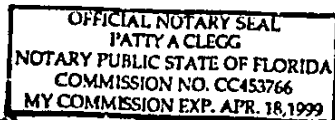
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of JULY, 1995.

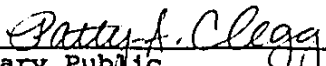

MICHAEL G. McCOWN, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL G. McCOWN, to me personally known or who has produced FLORIDA DRIVERS LICENSE as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 7th day of JULY, 1995.

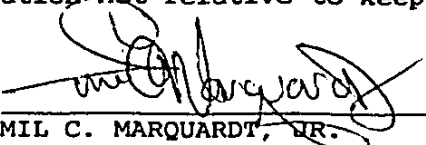



Notary Public
Print Name PATTY A. CLEGG
My Commission Expires: April 18, 1999

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for OBJECTIVE INSIGHT, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


EMIL C. MARQUARDT, JR.

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