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**Dunegan Law Offices**  
**Attorney at Law**

128 E. Livingston Street • Orlando, Florida 32801-1539  
Office (407) 843-3398 • FAX (407) 872-0679

January 5, 1995

FILED

95 JUL 26 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

000001546970  
-07/26/95--01087--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

RE: Articles of Incorporation of  
Referral Management Services, Inc.  
Our File No.: 95-0056

Dear Sir/Madam:

Please find enclosed our check in the amount of \$70.00 for filing fees and the original Articles of Incorporation of the above referenced entity for filing. Also enclosed is a copy of the Articles of Incorporation and a stamped, self-addressed envelope for return to our offices. I thank you for your prompt attention to this matter.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

*Lynn Dayton*

Lynn Dayton  
Paralegal

/led  
enclosures

(CORPORATE FORM DISK 1/deptstat.1tr)

HA  
7-27-95

ARTICLES OF INCORPORATION

OF

REFERRAL MANAGEMENT SERVICES, INC.

FILED

95 JUL 26 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. NAME

The name of the corporation is:

REFERRAL MANAGEMENT SERVICES, INC.

The principal place of business of this corporation shall be  
315 Wickham Court, Longwood, Florida 32779.

Article 2. DURATION

The duration of the Corporation is perpetual, unless terminated as provided by law.

Article 3. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article 4. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of single class and shall have a par value of \$1.00 per share.

Article 5. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the

Corporation is 315 Wickham Court, Longwood, Florida 32779;  
and the name of its initial Registered Agent at the address is  
Glenn A. Davis.

Article 6. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of  
Directors is two. The number of Directors may be increased or  
decreased from time to time in accordance with the By-laws but  
shall never be less than one. The name and address of the initial  
Board of Directors of the Corporation is as follows:

GLENN A. DAVIS	315 Wickham Court Longwood, Florida 32779
KATHLEEN M. FOX	315 Wickham Court Longwood, Florida 32779

Article 7. INCORPORATOR

The name and address of the Incorporator is as follows:

GLENN A. DAVIS  
315 Wickham Court  
Longwood, Florida 32779

Article 8. OFFICERS

The names and addresses of the initial officers of the  
corporation who shall hold office for the first year of the  
corporation, or until successors are elected or appointed are:

GLENN A. DAVIS President	315 Wickham Court Longwood, Florida 32779
KATHLEEN M. FOX Secretary/Treasurer	315 Wickham Court Longwood, Florida 32779

Article 9. INDEMNIFICATION

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

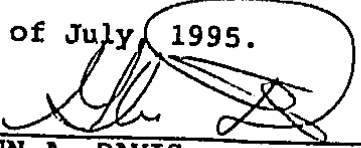
Article 10. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of this corporation.

Article 11. AMENDMENT OF ARTICLES OF INCORPORATION

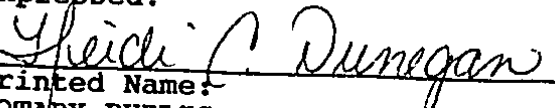
These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 24<sup>th</sup> day of July 1995.

  
\_\_\_\_\_  
GLENN A. DAVIS  
Incorporator  
315 Wickham Court  
Longwood, Florida 32779

STATE OF FLORIDA     )  
                                  )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 1995, by GLENN A. DAVIS, who is personally known to me or who has produced Florida Drivers License as identification and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

  
\_\_\_\_\_  
Printed Name:  
NOTARY PUBLIC  
Serial Number:  
My Commission Expires:



HEIDI C DUNEGAN  
My Commission CC449036  
Expires Mar. 28, 1999  
Bonded by NFNU  
800-224-6368

DESIGNATION OF RESIDENT AGENT

REFERRAL MANAGEMENT SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Longwood, Florida, had and does by these presents name GLENN A. DAVIS, located at 315 Wickham Court, Longwood, Florida 32779, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation, at the place designated in the above statement, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

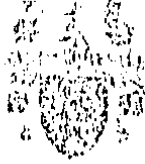
DATED this 24 day of July, 1995.

  
\_\_\_\_\_  
GLENN A. DAVIS, Registered Agent

(CORPORATION DISK1:\REFERRAL.ART)

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95 JUL 26 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Dunegan Law Offices**  
**Attorney at Law**

128 E. Livingston Street • Orlando, Florida 32801-1539  
Office (407) 843-3398 • FAX (407) 872-0679

July 15, 1996

100001899521  
-07/19/96--01061--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

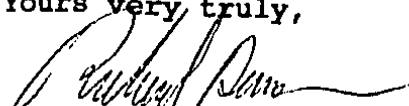
Re: Referral Management Services, Inc.  
Articles of Amendment - Name Change  
Our File No.95-0056

Dear Sir/Madam:

Enclosed for filing is the Articles of Amendment in the above-referenced matter. Also enclosed is a check, in the amount of \$35.00, as cost for filing.

Thank you for your assistance in this matter.

Yours very truly,

  
RICHARD DUNEGAN

RD:j  
Enclosures (Articles/1 check)

N. HENDRICKS JUL 24 1996

*Amend.*

FILED  
96 JUL 19 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF REFERRAL MANAGEMENT SERVICES, INC.

FILED  
96 JUL 19 AM 10:29  
SECRETARY OF STATE  
FLORIDA

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is REFERRAL MANAGEMENT SERVICES, INC.

**SECOND:** The following amendment to the Articles of Incorporation was adopted by the corporation:

The name of the corporation shall be changed to NETWORKS PLUS, INC.

**THIRD:** The amendment was adopted by the Board of Directors on the 12<sup>th</sup> day of July, 1996, to be effective immediately.

**FOURTH:** The above amendment was approved by all the Shareholders on the 12<sup>th</sup> day of July, 1996, to be effective immediately.

DATED: 7-12-96, 1996

REFERRAL MANAGEMENT SERVICES, INC.

By: [Signature]  
Glenn A. Davis, President

By: [Signature]  
Kathleen M. Fox, Secretary