

P95 00067834



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1996

KIRK SOFTWARE SERVICES, INC.
55 TALLWOOD ROAD
JACKSONVILLE, FL 32250

SUBJECT: KIRK SOFTWARE SERVICES, INC.
Ref. Number: P95000067834

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for KIRK SOFTWARE SERVICES, INC., document number P95000067834, has been misplaced and has not been filmed for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (904) 487-6900.

Sincerely,
Lyn Turley,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 096A00010433

8-30-95

**ARTICLES OF INCORPORATION
OF
KIRK SOFTWARE SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of KIRK SOFTWARE SERVICES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Kirk Software Services, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

55 Tallwood Road
Jacksonville Beach, Florida 32250

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on August 30, 1995, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Mark D. Kirk.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Donald W. Wallis

Address

50 N. Laura Street
Suite 3900
Jacksonville, Florida 32202

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on August 31, 1995.

Donald W. Wallis
Donald W. Wallis
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT CORPORATION

By: Donald W. Wallis
Donald W. Wallis, Vice President

Dated: August 31, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000067834

Ocean South
3500 South Third Street
Jacksonville Beach, Florida 32250
(904) 249-7288
Fax (904) 249-1779

KURT ANDREW SIMPSON
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

April 17, 1997

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: Statement of Change of Registered Office
and Registered Agent**

Dear Sirs:

Please find enclosed an original and one (1) copy of the Statement of Change of Registered Office and Registered Agent for filing in regard to the following Florida corporation:

KIRK SOFTWARE SERVICES, INC.
Articles of Inc. Document No.: P95000067834

Also enclosed is our firm's check in the amount of \$35.00, representing the costs of filing in this matter. Thanking you for your assistance, I remain,

Sincerely,

KURT ANDREW SIMPSON,
A Professional Association


BRUCE R. ANDERSON, JR., ESQUIRE

BRA/pjp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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NA change

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STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 11:15

To : The Department of State
Tallahassee, Florida 32314

Re : Kirk Software Services, Inc.
Document Number P95000067834

Pursuant to the provision of Sections 607.0501 and 607.0502 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: KIRK SOFTWARE SERVICES, INC.
2. The address of its current registered office is:
701 Brickell Avenue, Suite 3000, Miami, Florida 33131
3. The address to which its registered office is to be changed is: 3500 South Third Street, Jacksonville Beach, Florida, 32250
4. The name of its current registered agent is:
Intrastate Registered Agent Corporation
5. The name if its successor registered agent is:
BRUCE R. ANDERSON, JR.
6. The address of its registered office and the address of its registered agent, as changed, will be identical.
7. The above change was authorized by resolution duly adopted by its board of directors.

Dated April 4, 1997.

KIRK SOFTWARE SERVICES, INC.


By: Mark D. Kirk,
Its President and Secretary

Acceptance and Acknowledgment of Registered Agent

Having been named to accept service of process for the above-stated corporation, at the place designated in this Statement of Change, I 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, and I am familiar with and accept the duties and obligations of Section 607.0505, of the Florida Business Corporation Act.

Dated April 4, 1997.



BRUCE R. ANDERSON, JR.
Registered Agent