

P95000069049

LITCHFORD & CHRISTOPHER

PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

POST OFFICE BOX 1548  
ORLANDO, FLORIDA 32802

HAYNE ST. BAKER CENTER  
1000 SOUTH FLORIDA AVENUE

407-422-0000  
TELETYPE 407-422-1122

September 1, 1995

Sandra B. Mortham, Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SEP 1 1995  
10 11 AM  
STATE DEPT. OF STATE  
TALLAHASSEE, FL

Re: New filing

Dear Ms. Mortham:

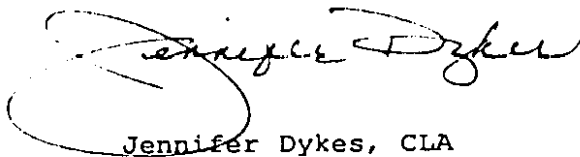
EFFECTIVE DATE  
9-1-95

Enclosed are the following documents for filing:

1. Articles of Incorporation of FS Business Consultants, Inc., together with an additional copy.
2. Check in the amount of \$122.50 which represents the filing fees.
3. Pre-stamped, pre-addressed return envelope.

Please file the Articles and forward a conformed and certified copy in the return envelope provided for your convenience. Should you have any questions, please do not hesitate to call. Thank you.

Sincerely,



Jennifer Dykes, CLA

Enclosures

SEP 7 1995 BSE

FILED  
05 SEP -5 PM 3:59  
STATE DEPT. OF STATE  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
FS BUSINESS CONSULTANTS, INC.

FILED  
95 SEP -5 PM 3:39

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

EFFECTIVE DATE  
9-1-95

NAME

The name of this Corporation shall be FS BUSINESS CONSULTANTS, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the 1st day of September, 1995, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III

PURPOSE

The general purpose of this Corporation shall be to provide bookkeeping and tax services and the transaction of any and all other lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by way of applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest therein, to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all goods, machinery, plants, articles, appliances, and other things capable of being manufactured, produced, or traded in, by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any Corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find to be in aid of governmental policy.

(q) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any Corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV

##### CAPITAL STOCK

###### 1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue One Hundred (100) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

###### 2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

###### 3. Preemptive Rights.

The Corporation elects to have preemptive rights and each shareholder of this Corporation shall have the first right to

purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

#### ARTICLE V

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

George A. Fausel  
Joan Fausel  
10725 Lazy Lake Drive  
Orlando, Florida 32821

Robert Strogis  
2768 Brandon Court  
Apopka, Florida 32703

#### ARTICLE VI

##### INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

George A. Fausel  
10725 Lazy Lake Drive  
Orlando, Florida 32821

#### ARTICLE VII

##### PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 251 Maitland Avenue, Suite 208, Altamonte Springs, Florida

32701. The name and address of the registered agent and office of this Corporation shall be as follows:

Alan B. Taylor, Esquire  
LITCHFORD & CHRISTOPHER  
PROFESSIONAL ASSOCIATION  
390 N. Orange Avenue, Suite 2200  
Orlando, FL 32801

#### ARTICLE VIII

##### BYLAWS

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

#### ARTICLE IX

##### DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is authorized or approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### ARTICLE X

##### INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 1st day of September, 1995.

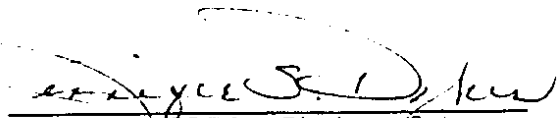
  
\_\_\_\_\_  
GEORGE A. FAUSEL

STATE OF FLORIDA  
COUNTY OF ORANGE

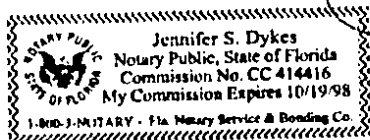
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GEORGE A. FAUSEL who produced a Florida Drivers Licence for identification, who executed the foregoing articles of incorporation, and he acknowledged before me that he executed such articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of September, 1995.

(Affix Notary Seal)

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



FILED

Certificate of Designation of  
Registered Agent/Registered Office

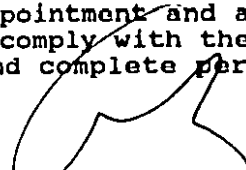
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Pursuant to the provisions in Section 607.0501 and Chapter 621 of the Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statements in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is FS Business Consultants, Inc.
2. The name of the registered agent and office of the Corporation is:

Alan B. Taylor, Esquire  
LITCHFORD & CHRISTOPHER  
Professional Association  
390 N. Orange Avenue, Suite 2200  
Orlando, FL 32801

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

  
\_\_\_\_\_  
ALAN B. TAYLOR  
DATE: SEPTEMBER 1, 1995



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED AND FILLED

96 DEC 26 PM 2:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # P95000069049

1. Corporation Name  
FS BUSINESS CONSULTANTS, INC.

Principal Place of Business  
251 MAITLAND AVE  
SUITE 208  
ALTAMONTE SPRINGS FL 32701

Mailing Address  
251 MAITLAND AVE  
SUITE 208  
ALTAMONTE SPRINGS FL 32701



If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable		3. New Mailing Office Address, if Applicable		4. Date Incorporated or Qualified to Do Business in Florida	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/01/1995	
City & State		City & State		5. FEI Number	
Zip		Zip		Applied For <input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/>	
Country		Country		6. CERTIFICATE OF STATUS- DESIRED <input type="checkbox"/>	

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	FAUSEL, GEORGE A	10725 LAZY LAKE DR	ORLANDO FL 32821
D	FAUSEL, JOAN	10725 LAZY LAKE DR	ORLANDO FL 32821
D	STROGIS, ROBERT	2788 BRANDON CT	APOPKA FL 32703
			400002046404--2 -01/06/97--01017--019 ****375-00 ****375-00
			REINSTATEMENT 1996 G. Alan

8. Name and Address of Current Registered Agent		9. Name and Address of New Registered Agent	
TAYLOR, ALAN B 390 N ORANGE AVE SUITE 2200 ORLANDO FL 32801		Name George A. Fausel Street Address (P.O. Box Number is Not Acceptable) 251 Maitland Ave SUITE 208 Suite, Apt. #, Etc. 208 City Altamonte Springs FL Zip Code 32701	

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  
Signature of Registered Agent George A Fausel Date 12/20/96  
REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No  (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: George A Fausel Date 12/20/96 Daytime Phone 407-321-3111  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR