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W. Edward McLeod, P.A.

Attorney at Law

SIGNATURE PLAZA - SUITE 1010  
201 South Orange Avenue, Orlando, Florida 32801  
(407) 841-8412 Pager (800) 840-9667 Fax (407) 423-1406

SEP 11 AM 8:51  
TALLAHASSEE, FLORIDA

September 5, 1995

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-03/11/95--01013--015  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
400 East Gaines Street  
Tallahassee, Florida 32314

Re Incorporation of SPRINGSHOT, INC

Recording Personnel

Enclosed please find the following documents in connection with the incorporation of SPRINGSHOT, INC.

1. The Articles of Incorporation and copy for certification, and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee, (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Sincerely,

W. EDWARD MCLEOD, P.A.

*W. Edward McLeod*

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Enclosures  
C: CQUEST INCORP PKG

ARTICLES OF INCORPORATION  
OF

SPRINGSHOT, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act

ARTICLE I  
Name and Address

The name of the Corporation shall be SPRINGSHOT, INC , with its principal place of business at 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801

ARTICLE II  
Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law

ARTICLE IV  
Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$1.00 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

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TALLAHASSEE, FLORIDA  
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ARTICLE V  
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be W. EDWARD MCLEOD, P. A., 201 South Orange Avenue, Suite 1010, Orlando, Florida. The name of the initial registered agent of the Corporation at the registered office shall be W. Edward McLeod, Esquire.

ARTICLE VI  
Initial Board of Directors

The initial Board of Directors shall consist of two (2) persons, which number may be subsequently modified and fixed in the Bylaws of the Corporation. The name and address of each person who shall serve as director of the Corporation until the first meeting of shareholders is

Name	Address
KITT K. MCLEOD	565 Whisperwood Drive Longwood, Florida 32801
DAVID C. WEBB	Post Office Box 681 Windermere, Florida 34786

ARTICLE VII  
Incorporator

The name and address of the incorporator of the Corporation is

Name	Address
W. EDWARD MCLEOD	201 South Orange Avenue, Suite 1010 Orlando, Florida 32801

ARTICLE VIII  
Indemnity

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, officer, or an

officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE IX Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE X Control-Share Acquisitions

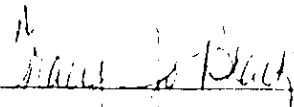
The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Executed this 6th day of September, 1995

  
W. Edward McLeod, Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 6th day of September, 1995, by W. EDWARD MCLEOD who produced a Florida Drivers License as identification.

  
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TRACY JO BLACK  
Commission #CC 289954  
Expires JUNE 20, 1997  
Alan Insurance Services  
1-800-466-9040

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act

Having been named as registered agent for SPRINGSHOT, INC , at 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801, I hereby accept the appointment of registered agent for such corporation I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.325

By W. Edward McLeod 9/5/95  
W Edward McLeod, Registered Agent