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CLARENCE E CENTER JR.

414 Turner Street
Clearwater, FL 34616

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

(Corporation Name)		(Document #)
(Corporation Name)		(Document #)
(Corporation Name)		(Document #)
(Corporation Name)		
(Corporation Name)		(Document #)
Walk in Pick up time		Certified Copy
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Mail out Will wait	Photocopy	Certificate of Status
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NEW FILINGS	AMENDMENTS	
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/Director	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	
Other	Merger	

OTHER FILINGS		
	Annual Report	
	Fictitious Name	
	Name Reservation	

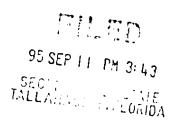
CR2E031(10/92)

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other



Examiner's Initials

B. REGISTER SEP 1 4 1995



ARTICLES OF INCORPORATION

FOR

ANSWERS Systems Inc.

THE NAME OF THE CORPORATION SHALL BE; ANSWERS SYSTEMS INC., THE ADDRESS 2120 CALLMET ST. CLEARWATER FL. 34625 THE UNDERSIGNED INCORPORATOR, REING A NATURAL PERSON, HEREBY FILES THESE ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

- A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING, SELLING, TRANSFERRING, ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF FLORIDA WITH ALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN ALL TYPES OF SUPPLIES USED IN CONNECTION WITH SUCH RELATED PROPERTY.
- B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER WHATSOEVER WITH THE OPERATION OF THIS BUSINESS.
- C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS BUSINESS AND PROMOTE ITS OBJECTS WITHIN OR WITHOUT THE STATE OF FLORIDA WITHOUT RESTRICTIONS AS TO PLACE OR AMOUNT.
- D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO,
 MAKE OR PERFORM CONTRACTS OF EVERY KIND WITH ANY PERSON, FIRM,
 ASSOCIATION OR CORPORATION, MUNICIPAL BODY, POLITIC, COUNTRY, TERRITORY,
 STATE OR GOVERNMENT AND WITHOUT LIMITATION TO BORROW MONEY AND CONTRACT
 DEBTS WHEN NECESSARY IN THE TRANSACTION OF ITS BUSINESS FOR THE

EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES, OR FRANCHISES, OR FOR ANY JUNE AND LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, DEBENTURES AND OTHER, OBLIGATIONS AND EVIDENCES OF INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIME OR TIMES FOR ANY AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.

E. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE ODJECTS OR THE FURTHERANCE OF ANY OF THE POWERS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION TO DO ALL OR ANYTHING THAT IS LAWFUL.

ARTICLE II

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE 750,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$.01.

ARTICLE III

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV

<u>ADDRESS</u>

THE INITIAL STREET ADDRESS OF THE INITIAL REGISTERED AGENT OFFICE OF

THIS CORPORATION IN THE STATE OF FLORIDA IS: VIVIAN D. HILTON, 2120 CALUMET ST. CLEARWATER FL 34625.

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT SUCH ADDRESS IS : VIVIAN D. HILTON.

ARTICLE V

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY. THE NUMBER OF DIRECTORS MAY BE IN REASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VI

INITIAL DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS: VIVIAN D. HILTON, 2120 CALUMET ST. CLEARWATER FL. 34625.

ARTICLE VII

INCORPORATORS

THE INITIAL NAME AND ADDRESS OF EACH INITIAL INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS VIVIAN D. HILTON, 2120 CALUMET ST. CLEARWATER FL. 34625.

ARTICLE VIII

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTURS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES

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OF INCORPORATION BE MADE.

ARTICLE IX

THE EXISTING STOCKHOLDERS AT THE TIME OF ANY ISSUANCE OF AUTHORIZED SHARES OF STOCK SHALL HAVE, ON A PRO-RATA BASIS, A FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING ISSUED. IF ANY STOCKHOLDER SHALL ELECT TO DISPOSE OF ANY SHARES OF STOCKS OWNED BY HIM, THE CORPORATION SHALL HAVE FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING DISPOSED OF.

I HEREBY AM FAMILIAR AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THIS CORPORATION.

VIVIAN D. HILTON

INCORPORATOR AND REGISTERED AGENT

STATE OF FLORIDA

) SS:

COUNTY OF PINELLAS)

MY COMMISSION EXPIRES:

NOTARY PUBLIC

