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EDWIN B. KAGAN, P.A.

ATTORNEY AT LAW

2709 ROCKY POINT DRIVE

SUITE 102

TAMPA, FLORIDA 33607

TELEPHONE (813) 281-5609

FACSIMILE (813) 281-5610

FILED

95 SEP 21 11 11 AM

September 14, 1995

VIA OVERNIGHT DELIVERY

Florida Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Attn: Filing Section

Re: AccSys Consulting, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Client is aware of  
similar name  
#V18022

Sincerely,

*EBK/Kag*  
Edwin B. Kagan

EBK/ent  
Enclosures  
cc: Steven A. Roberts (w/out enc.)

SEP 15 1995  
11 11 AM  
\*\*\*122.50 \*\*\*122.50

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9-25-95

EDWIN B. KAGAN, P.A.

ATTORNEY AT LAW

2709 ROCKY POINT DRIVE

SUITE 102

TAMPA, FLORIDA 33607

TELEPHONE (813) 281 5609

FACSIMILE (813) 281 5610

September 22, 1995

VIA FEDERAL EXPRESS

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

Attn: Kathy Hyman  
Document Specialist

Re: AccSys Consulting, Inc.  
Ref. No.: W95000018739

Dear Ms. Hyman:

This is to confirm our conversation today, wherein I requested that the Department file the enclosed Articles of Incorporation of AccSys Consulting, Inc., notwithstanding the existence of Access Consulting, Inc., an active Florida corporation.

As we discussed, the spelling and pronunciation of "AccSys" is distinguishable from that of "Access". In addition, my clients, who are seeking to incorporate AccSys Consulting, Inc., currently operate AccSys, Inc., an existing entity that was incorporated prior to Access Consulting, Inc. Under these circumstances, no conflict will be caused by the filing of the enclosed Articles of Incorporation.

Thank you for your cooperation.

Sincerely,



Edwin B. Kagan

EBK/ent  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1995

EDWIN B. KAGAN  
2709 ROCKY POINT DRIVE  
SUITE 102  
TAMPA, FL 33607

SUBJECT: ACCSYS CONSULTING, INC.  
Ref. Number: W95000018739

We have received your document for ACCSYS CONSULTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 595A00042781

ARTICLES OF INCORPORATION  
OF  
ACCSYS CONSULTING, INC.

FILED  
95 SEP 25 11:17  
TAMPA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be AccSys Consulting, Inc.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

8001 N. Dale Mabry Hwy.  
Suite 701-C  
Tampa, Florida 33614-3218

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of \$.01 per share.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

#### ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

#### ARTICLE VIII - OFFICERS

Each of the following persons shall serve as an officer of this corporation until the earlier of his or her resignation, death or removal from officer until his or her successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Steven A. Roberts	President
Joseph B. Roberts	Vice President and Secretary/Treasurer

#### ARTICLE IX - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### ARTICLE X - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

#### ARTICLE XI - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607-1427

#### ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of  
Incorporation this 14<sup>th</sup> day of September, 1995.

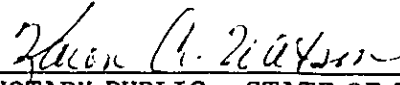
  
EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were sworn to and  
acknowledged before me this 14 day of September, 1995, by  
EDWIN B. KAGAN.



KAREN A. WATSON  
My Commission CC300412  
Expires Aug. 17, 1997  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires: 8/17/97

**ACCEPTANCE AND ACKNOWLEDGMENT**

I hereby accept to act as Registered Agent, and 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 obligations of Section 607.0505, Florida Statutes.

  
REGISTERED AGENT