

P960000002501

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870  
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
1-1-96

RECEIVED  
 DIVISION OF CORPORATION  
 96 JAN - 8 PM 1:32

AL JAN - 9 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	NC		

WALK-IN Will Pick Up 1/8 12:00

RE: Diem Technologies, Inc.

No 52280

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Filitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ( ) pgs.		

300001681249  
 -01/08/96-01008-016  
 \*\*\*\*\*122.50 \*\*\*\*\*122.50

## SUBTOTALS

FEE.....	
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

HANNAH, MARSEE & VOUGHT, P. A.

ATTORNEYS AT LAW

W. CLEVELAND AGREE, II  
MICHAEL M. BELL  
MAUREEN C. BROCK  
KEVIN J. CARMEN  
CLAY H. COWARD  
CHRISTOPHER C. CUNNY  
ROBERT J. EGAN  
ROBERT A. HANNAH  
J. CHARLES INGRAM  
HENRY W. JEWETT, II  
LAWRENCE H. KOLIN  
HOWARD R. MARSEE  
BRIAN F. MOKE  
D. B. MURRAY VOUGHT

222 E. HOBSON STREET  
SUITE 505, LANDMARK CENTER II  
ORLANDO, FLORIDA 32801-4303

MAILING ADDRESS:  
POST OFFICE BOX 538487  
ORLANDO, FLORIDA 32853-0487  
TELEPHONE (407) 840-1188  
TELEFAX (407) 488-8311

W. FORD DUANE  
OF COUNSEL

January 8, 1996

**FEDERAL EXPRESS**

Agnes Lunt  
Office of the Secretary of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32301

Re: JD Technologies, Inc.

Dear Ms. Lunt:

Pursuant to our telephone conversation of this date, please find enclosed for filing the original executed Articles of Incorporation, including the Acceptance by Registered Agent for the above-captioned entity. I had previously forwarded to your office Articles of Incorporation in the name of "D & M Technologies, Inc.," however, it is my understanding that the corporate name is incorrect (please refer to my correspondence of January 5, 1996.)

It is my understanding that you are presently holding the following to be used for filing the Articles of Incorporation of JD Technologies, Inc.:

1. Check made payable to the Secretary of State in the amount of \$122.50;
2. Check made payable to Capital Connection, Inc. in the amount of \$74.20.

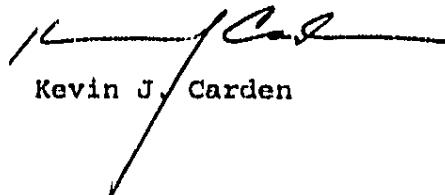
It is my further understanding that the filing of the Articles of Incorporation by January 9, 1996 will cause the corporation to become effective as of January 1, 1996.

Upon filing of the Articles of Incorporation for JD Technologies, Inc. and preparation of the corporate kit, would you kindly forward

Agnes Lunt  
January 8, 1996  
Page 2

all documents to my attention. Thank you in advance for your assistance in this regard.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Kevin J. Carden', is written over a horizontal line. A long, diagonal stroke extends from the bottom of the signature down towards the typed name below.

Kevin J. Carden

KJC:dlh  
Enc.

**ARTICLES OF INCORPORATION  
OF  
JD TECHNOLOGIES, INC.**

FILED  
SECRETARY OF STATE  
FLORIDA INCORPORATIONS

RECORDED - 9 PM 1:33  
1-1-96

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights and privileges and immunities of corporations, certify that:

**ARTICLE I - NAME**

The name of this corporation is JD TECHNOLOGIES, INC.

**ARTICLE II - ADDRESS OF PRINCIPLE OFFICE**

667 Oak Hollow Way, Altamonte Springs, FL 32714

**ARTICLE III - DURATION**

This corporation shall have perpetual existence, commencing on January 1, 1996.

**ARTICLE IV - NATURE OF BUSINESS**

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, or permitted under the laws of the United States and this State, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to this accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation otherwise permitted by law.

**ARTICLE V - CAPITAL STOCK/BEGINNING CAPITAL**

This corporation is authorized to issue One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share. All shares of stock shall be fully paid and non-assessable. The amount of capital with which this corporation will conduct business is One Thousand (\$1,000.00) Dollars.

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

The street address of the initial registered office of this corporation is 667 Oak Hollow Way, Altamonte Springs, FL 32714, and the name of the initial registered agent of this corporation at that address is Kevin J. Carden.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation initially shall have two (2) Directors. The number of Directors may either be increased or decreased from time to time in accordance with the corporation's By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of the corporation are:

JANETTE D. CARDEN	667 Oak Hollow Way, Altamonte Springs, FL 32714
KEVIN J. CARDEN	667 Oak Hollow Way, Altamonte Springs, FL 32714

#### **ARTICLE VIII - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all and singular the following powers:

A. The corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture, or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. The corporation shall have the power to enter into one or more agreements obligating or permitting it to purchase and acquire any and all of its outstanding shares of stock upon such terms and conditions as shall be approved by its Board of Directors, provided, however, that the capital of the corporation is not impaired.

C. The corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

1. A pension plan;
2. A profit sharing plan;
3. A stock bonus plan;
4. A thrift and savings plan;
5. A restricted stock option plan; and
6. Other retirement or incentive compensation plans.

#### **ARTICLE IX - LIMITATIONS ON SHAREHOLDERS AND ALIENATION OF STOCK**

A. No capital stock of this corporation shall be issued to anyone other than those individuals listed herein. No Shareholder of this corporation may sell or transfer his or her stock in this

corporation except provided for herein, by amendment to the Articles of Incorporation or via the corporation's By-Laws.

**ARTICLE X - SUBSCRIBERS**

The names of the subscribers of these Articles of Incorporation are as follows:

JANETTE D. CARDEN, President/Secretary 667 Oak Hollow Way  
Altamonte Springs, FL 32714

KEVIN J. CARDEN, Vice President/Treas. 667 Oak Hollow Way  
Altamonte Springs, FL 32714

WITNESS our hands and seals this 8<sup>th</sup> day of JANUARY,  
1996.

Janette D. Carden (SEAL)  
JANETTE D. CARDEN  
President/Secretary

Kevin J. Carden (SEAL)  
KEVIN J. CARDEN  
Vice President/Treasurer

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JANETTE D. CARDEN, known to me to be the individual described herein and who executed the foregoing and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State first aforesaid this 8<sup>th</sup> day of January, 1996.

Deri L. Heller  
NOTARY PUBLIC, State of Florida

My commission expires:



OFFICIAL SEAL  
DERI L. HELLER  
My Commission Expires  
Jan. 5, 1997  
Comm. No. CC 250648

NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

STATE OF FLORIDA

96 JAN -8 PM 1:33

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared KEVIN J. CARDEN, known to me to be the individual described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State first aforesaid this 8<sup>th</sup> day of January, 1996.

*Debi L. Heller*

NOTARY PUBLIC, State of Florida

My commission expires:



OFFICIAL SEAL  
DEBI L. HELLER  
My Commission Expires  
Jan. 5, 1997  
Comm. No. CC 250648

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for JD TECHNOLOGIES, INC., hereby accepts such appointment this 8<sup>th</sup> day of January, 1996.

*Kevin J. Carden*

KEVIN J. CARDEN