

**Richard E. Jesmonth**  
Attorney At Law

217-A East Intendencia Street  
Pensacola, FL 32501

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P96000006257  
January 4, 1996

State of Florida  
Secretary of State  
Division of Corporations  
P.O. Office Box 6327  
Tallahassee, Florida 32314

Re: Answer Plus, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed in regard to the above-referenced corporation along with a check in the amount of \$122.50 representing the filing fee. Please return a certified copy of the Articles to me at the above listed address.

Thank you for your attention in this matter.

Very truly yours,

*Cindee Bush*

Cindee Bush  
Legal Assistant to  
RICHARD E. JESMONTH

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-01/17/96--01089--004  
\*\*\*\*122.50 \*\*\*\*122.50

REJ:cab

Enclosures

JAN 22 1996 BSA

FILED  
96 JAN 17 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ANSWER PLUS, INC.**

**FILED**  
96 JAN 17 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be Answer Plus, Inc.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

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

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Richard E. Jesmonth, 217-A E. Intendencia Street, Pensacola, Florida 32501. The principal address and the Registered Office address of this corporation in the State of Florida shall be the same.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The mailing address shall be the same as the Registered Office.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time per the By-Laws adopted by the stockholders, but shall never be less than one.

## **ARTICLE VIII** **INITIAL DIRECTORS**

The name of the initial director of this corporation and his street address is:  
Richard R. McAlpin, 1198 Gulf Breeze Parkway, Unit #8, Gulf Breeze, Florida 32561.

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

## **ARTICLE IX** **RESTRICTIONS ON TRANSFER OF STOCK**

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10)

days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE X** **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI** **INCORPORATION**


The name and street address of the Incorporator of this corporation is:  
Richard R. McAlpin, 1198 Gulf Breeze Parkway, Unit #8, Gulf Breeze, Florida 32561.

#### **ARTICLE XII** **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written

statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 4th day of January, 1996.

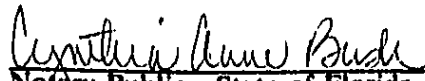
  
Richard R. McAlpin  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

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BEFORE ME, a Notary Public, did personally appear Richard R. McAlpin, known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 9th day of January, 1996.


NOTARY PUBLIC STATE OF FLORIDA  
CYNTHIA ANNE BUSH  
(SHADE) COMMISSION EXPIRES 5-4-97  
COMMISSION # CC283156

  
Notary Public - State of Florida  
Cynthia Anne Bush  
Commission No.: 283156  
My Commission Expires: 5/4/97

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Answer Plus, Inc., at the place designated in the Articles of Incorporation, Richard E. Jesmonth agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATED: January 9, 1996

  
Richard E. Jesmonth