

P96000007864

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MAXX COMPUTER SERVICE, INC.

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Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CARROLLWOOD OFFICE SYSTEMS, INC., a Florida corporation,
P93000052823

INTO

MAXX COMPUTER SERVICE, INC., a Florida corporation, P96000007864.

File date: December 28, 1998

Corporate Specialist: Darlene Connell

FAX AUDIT #: H98000023922

ARTICLES OF MERGER

OF

**CARROLLWOOD OFFICE SYSTEMS, INC.,
a Florida corporation**

INTO

**MAXX COMPUTER SERVICE, INC.,
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The plan of merger is as follows:

PLAN OF MERGER

FIRST: Maxx Computer Service, Inc., a corporation organized under the laws of the State of Florida (hereinafter referred to as "MCSI"), shall merge Carrollwood Office Systems, Inc., a corporation organized under the laws of the State of Florida (hereinafter referred to as "COSI"), with and into itself. MCSI shall be the surviving corporation.

SECOND: Each share of stock of MCSI, the surviving corporation, which shall be outstanding on the effective date of the merger and all rights in respect thereof shall be changed into one share of the voting common stock of the surviving corporation, so that all the outstanding shares of stock of MCSI shall in the aggregate be changed into 200 shares of the voting common stock of the surviving corporation. Each share of stock of COSI, the merging corporation, which shall be outstanding on the effective date of the merger and all rights in respect thereof shall be changed into 1.33 shares of the voting common stock of the

This instrument prepared by:

Shelly A. Gallagher, Esquire (Bar No. 0046371)
Harlee, Porges, Hamlin, Knowles, Bald & Pronty, P.A.
1205 Manatee Ave. W.
Bradenton, FL 34205
(941) 748-3770

F:\Shelly\MAXX\Acquisition\ACB\ARTMERGER

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surviving corporation, so that all the outstanding shares of stock of COSI and each holder of an outstanding certificate representing the shares of stock of COSI shall in the aggregate be changed into 133 shares of the voting common stock of the surviving corporation.

After the effect of this merger, each holder of an outstanding MCSI certificate and each holder of an outstanding COSI certificate shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of stock of the surviving corporation on the basis provided above. Until so surrendered the outstanding shares of stock of MCSI and COSI which are to be converted into the stock of the surviving corporation as provided herein may be treated by the surviving corporation for all corporate purposes as evidencing ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

Third: On the effective date of the merger, the articles of incorporation shall be amended and restated in their entirety to read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
MAXX COMPUTER SERVICE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is MAXX COMPUTER SERVICE, INC., (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 710 60th St. Court East, Bradenton, Florida 34208 and the mailing address is the same.

FAX AUDIT #: H98000023922

ARTICLE 4 - CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, having a par value of \$1.00, 3750 shares of which shall be voting common stock and 3750 shares of which shall be non-voting common stock.

4.2 Voting Common Stock. The management of the Corporation shall be the responsibility of the holders of the voting common stock and they alone shall be entitled to vote at any meeting of the stockholders of the Corporation.

4.3 Non-Voting Common Stock. The holders of non-voting common stock shall not be entitled to any voice in the management of the Corporation, or to any voting powers at any stockholders' meeting. The sole management of the Corporation shall be in the hands of the holders of voting common stock, and they alone shall be entitled to vote at any meeting of the stockholders of the Corporation.

4.4 Common Stock Otherwise Equal. The voting common stock and the non-voting common stock shall be equal in dignity and right with regard to the payment of dividends on both classes of the common stock; and, similarly, the voting common stock and the non-voting common stock shall also be equal in dignity and right with regard to the distribution of assets in the event of any liquidation or dissolution or winding up of the Corporation, whether voluntary or involuntary.

ARTICLE 5 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

FAX AUDIT #: H98000023922

5.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 6 - INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent and any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is Matthew L. Davis, 7282 55th Ave. East, Suite 104, Bradenton, FL 34203. The name and address of the registered agent of this Corporation is Matthew L. Davis, 7282 55th Ave. East, Suite 104 Bradenton, FL 34203.

ARTICLE 10 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

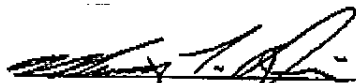
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

FAX AUDIT #: H98000023922

ARTICLE 12 - AMENDMENT

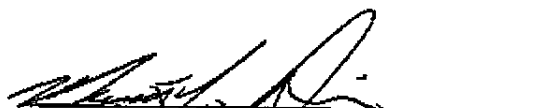
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of December, 1998.


Matthew L. Davis, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Matthew L. Davis, having an address of 7282 55th Ave. East, Suite 104, Bradenton, FL 34203, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Matthew L. Davis

2. The effective date of the merger shall be August 28, 1998.
3. The plan of merger was adopted by the shareholders of MCSI on the 28th day of August, 1998, and was adopted by the shareholders of COSI, a Florida corporation, on the 28th day of August, 1998.

FAX AUDIT #: H98000023922

Signed this 22 day of December, 1998.MAXX COMPUTER SERVICE, INC.,
a Florida corporationBy: 

Matthew L. Davis, President

CARROLLWOOD OFFICE SYSTEMS, INC.,
a Florida CorporationBy: Rod F. Phillips, Jr., Vice President
Rod F. Phillips, Jr., as Vice President**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Matthew L. Davis, hereby accepts the appointment as Registered Agent of MAXX COMPUTER SERVICE, INC., which is contained in the foregoing Articles of Incorporation. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this 22 day of December, 1998.
Matthew L. Davis