

800-342-8086



ACCOUNT # 07210000032

REFERENCE # 027100 1610470

AUTHORIZATION

COST LIMIT : \$ PREPAID STATE FEES

ORDER DATE : January 31, 1996

ORDER TIME # 2859 PM

ORDER NO. 827188

CUSTOMER NO: 1610470

CUSTOMER: Mr. Wm. D. Penrose
SMALL BUSINESS SPECIALISTS,
INC.
115 Margaret Street

Brandon, FL 33511

DOMESTIC FILING

NAME: TRI-STATE SERVICES INC.

XX _____ ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TRACY CREWS

EXAMINER'S INITIALS:

RECEIVED
JAN 31 PM 4:18
56 FEB -5 AM 10:45
DIVISION OF COORDINATION
SECRETARY OF STATE
MAIL ROOM

T. BROWN FEB - 6 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 1, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TRI STATE SERVICES INC.
Ref. Number: W96000002473

We have received your document for TRI STATE SERVICES INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 496A00004471

**ARTICLES OF INCORPORATION
OF
TRI-STATE SERVICES INC.**

FILED
96 FEB -5 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED INCORPORATOR, DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE, AND FILE WITH THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I NAME

THE NAME OF THIS CORPORATION SHALL BE TRI-STATE SERVICES INC.

ARTICLE II DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, UPON FILING WITH THE SECRETARY OF STATE.

ARTICLE III TYPE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV CAPITAL STOCK

THE TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE CORPORATION IS 7000 SHARES WITH A PAR VALUE OF \$1.00 PER SHARE. ALL OF SAID SHARES SHALL BE COMMON STOCK. SAID STOCK SHALL BE PAID FOR IN CASH, SERVICES OR PROPERTY, AS THE BOARD OF DIRECTORS MAY APPROVE OR PROVIDE FOR. ALL SHARES SHALL BE FULLY PAID AND NON ASSESSABLE.

ARTICLE V CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS WILL BE \$1000.00.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED/PRINCIPAL OFFICE OF THIS CORPORATION IS 115B MARGARET ST., BRANDON, FL. 33511. THE NAME OF THE REGISTERED AGENT AT THAT ADDRESS IS BRADLEE R. TANZER.

ARTICLE VII DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE NOR MORE THAN FIVE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS.

ARTICLE VIII BOARD OF DIRECTORS

THE NAME AND ADDRESS OF EACH OF THE INITIAL MEMBERS(S) OF THE BOARD OF DIRECTORS ARE AS FOLLOWS:

BRADLEE ROY TANZER, 2815 DRUMWOOD PLACE, VALRICO FL. 33594

ARTICLE IX INCORPORATORS

THE NAME AND ADDRESS OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES IS AS FOLLOWS:

BRADLEE ROY TANZER, 2815 DRUMWOOD PLACE, VALRICO FL. 33594

ARTICLE X BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE XI ADOPTION OF BY LAWS

AN ORGANIZATIONAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, AT THE CALL OF THE DIRECTOR, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BYLAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XII AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, IN A MANNER AS 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 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 OF INCORPORATION BE MADE. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSON IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

BRADLEE ROY TANZER....100


SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS OR CORPORATIONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS OF SUCH OFFER, AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 24TH. DAY OF JANUARY 1996.



BRADLEE R. TANZER

STATE OF FLORIDA, COUNTY OF HILLSBOROUGH, BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED BRADLEE R. TANZER WHO BEING FIRST DULY SWORN, DEPOSES AND SAYS THAT HE IS THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED SAME FOR THE PURPOSE THEREIN STATED. WITNESS MY HAND AND OFFICIAL SEAL IN THE ABOVE NAMED COUNTY AND STATE THIS 24TH. DAY OF JANUARY 1996.


WM. D. PENROSE
PUBLIC
My Comm Exp. 3-16-96
Bonded By Service Ins. Co.
No. CC150645
MY COMMISSION EXPIRES MARCH 16, 1996

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE OF BUSINESS LOCATED AT BRADLEE ROY TANZER, 115B MARGARET ST., BRANDON, FL. COUNTY OF HILLSBOROUGH, STATE OF FLORIDA, HAS NAMED BRADLEE R. TANZER AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THAT STATE. ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


BRADLEE R. TANZER

FILED
96 FEB -5 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA