

P96000034557

Premier Consultants, Inc.
1123 Sandpiper Ct.
Lakeland, FL 33813

March 6, 1996

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

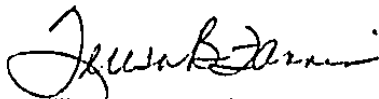
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-03/08/96--01054--021
****122.50 ****122.50

Re: ^{Premier} Premier Consultants, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above referenced corporation. Also, enclosed is a check in the amount of \$122.50 to cover all fees, including certified copies of the Articles. If you need any further information, please contact Teresa B. Fannin at (941) 683-3333.

Sincerely,



Teresa B. Fannin

Encls.

00503

W96-5358

FILED
MAR -8 AM 9:20
TALLAHASSEE, FLORIDA
RECEIVED

SN APR 19 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

TERESA B. FANNIN
1123 SANDPIPER CT.
LAKELAND, FL 33813

SUBJECT: PREMIER CONSULTANTS, INC.
Ref. Number: W96000005358

We have received your document for PREMIER CONSULTANTS, 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 096A00010887

**Peerless Consultants, Inc.
1123 Sandpiper Ct.
Lakeland, FL 33813**

March 6, 1996

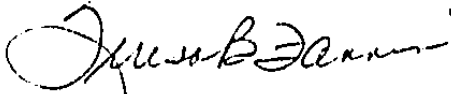
Ms. Sandy Ng
Document Specialist
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Peerless Consultants, Inc.
Letter No. 096A00010887**

Dear Ms. Ng:

Enclosed are the Articles of Incorporation for Peerless Consultants, Inc. along with a copy of your letter dated March 12, 1996. You are holding my check in the amount of \$122.50 to cover all fees, including certified copies of the Articles. If you need any further information, please contact me at (941) 683-3333.

Sincerely,



Teresa B. Fannin

Encls.

ARTICLES OF INCORPORATION
OF
PEERLESS CONSULTANTS, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Peerless Consultants, Inc. and its principal office and mailing address is 1123 Sandpiper Court, Lakeland, Florida 33813.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on April 1, 1996.

ARTICLE III

General Nature of Business

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

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 50 million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be 25 million shares at no par value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classes of preferred shares into series so established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and conditions of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any, for the redemption or purchase of shares (g) the terms and conditions on which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (i) any other relative rights and preferences of the shares of such series, including, without limitation, and restrictions on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1123 Sandpiper Court, Lakeland, Florida 33813, and the initial registered agent of the corporation at such address is Teresa B. Fannin.

ARTICLE VII

Incorporator

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

NAME

Teresa B. Fannin

ADDRESS

1123 Sandpiper Ct.
Lakeland, Florida 33813

ARTICLE VIII

By-Laws

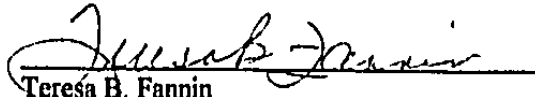
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 17th day of April, 1996.


Teresa B. Fannin

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

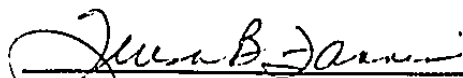
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Peerless Consultants, Inc., desiring to organize under the laws of the State of Florida, hereby designates Teresa B. Fannin, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1123 Sandpiper Ct., Lakeland, Florida 33813, the business office of its Registered Agent, as its Registered Office.

PEERLESS CONSULTANTS, INC.

By: 
Teresa B. Fannin, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Teresa B. Fannin

FILED
MAR - 8 AM 9:20
TALLAHASSEE, FLORIDA

P96000034557

Peerless Consultants, Inc.
1123 Sandpiper Ct.
Lakeland, FL 33813

June 29, 1996

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

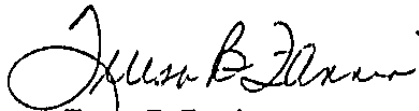
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
8000001081858
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Re: **Peerless Consultants, Inc.**

Gentlemen:

Enclosed are two copies of the Articles of Amendment to the Articles of Incorporation for Peerless Consultants, Inc. along with a check for \$87.50 to cover all fees. Please return the certified copy to the above address. If you need any further information, please contact me at (941) 683-5523.

Sincerely,



Teresa B. Fannin
Incorporator

Encls.

Per Susan P.
Accept as is.

N. HENDRICKS JUL - 9 1996

Restated

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEERLESS CONSULTANTS, INC.

Exhibit A
FILED
96 JUL -1 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Peerless Consultants, Inc. and its principal office and mailing address is 1123 Sandpiper Court, Lakeland, Florida 33813.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on April 1, 1996.

ARTICLE III

General Nature of Business

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

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 50 million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1123 Sandpiper Court, Lakeland, Florida 33813, and the initial registered agent of the corporation at such address is Teresa B. Fannin.

ARTICLE VI

Incorporator

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

NAME

Teresa B. Fannin

ADDRESS

1123 Sandpiper Ct.
Lakeland, Florida 33813

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 28th day of June, 1996.


Teresa B. Fannin

**CERTIFICATE DESIGNATING
REGISTERED AGENT**


Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Peerless Consultants, Inc., desiring to organize under the laws of the State of Florida, hereby designates Teresa B. Fannin, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1123 Sandpiper Ct., Lakeland, Florida 33813, the business office of its Registered Agent, as its Registered Office.

PEERLESS CONSULTANTS, INC.

By: 
Teresa B. Fannin, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Teresa B. Fannin

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PEERLESS CONSULTANTS, INC.

FILED
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SECRET
TALLAHASSEE, FLORIDA

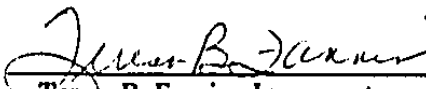
The undersigned, as incorporator of Peerless Consultants, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby files the following amendment to the Corporation's Articles of Incorporation in accordance with Section 607.0602, Florida Statutes:

1. The name of the Corporation is PEERLESS CONSULTANTS, INC.
2. The current Articles of Incorporation of the Corporation are hereby amended to delete Article V, Preferred Stock in its entirety. A copy of the amended and restated Articles of Incorporation are attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on June 28, 1996.

PEERLESS CONSULTANTS, INC.

By:


Teresa B. Fannin, Incorporator