

P96000038437

MORRIS & BERNARD  
ATTORNEYS AT LAW

JEFFERY B. MORRIS  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
PERSONAL INJURY  
WRONGFUL DEATH

LAWRENCE J. BERNARD  
REAL PROPERTY  
PROBATE

May 2, 1996

RIVERSIDE OFFICE:  
2000 PARK STREET  
JACKSONVILLE, FLORIDA 32204  
(904) 384-0400  
FAX (904) 384-0604

NORTHSIDE OFFICE:  
1401 GUNN AVENUE  
SUITE 20  
JACKSONVILLE, FLORIDA 32218  
(904) 781-6900  
FAX (904) 781-6903

PLEASE REPLY TO:  
RIVERSIDE OFFICE

**VIA UPS OVERNIGHT DELIVERY**

Attorney's Title Insurance Co.  
660 East Jefferson, Suite 200  
Tallahassee, Florida 32301

*Return for  
P.U.*

ATTN: Julia

Re: Articles of Incorporation for  
COMPU CARE TECHNICAL SERVICES, INC.

151 JUL 11 1996  
-05/20 3/2/05 - 01062-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Julia:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation for expedited filing with the Secretary of State. It is my understanding that you will file the Articles the same date you receive same.

Please return the copies, together with the charter number to my Park Street office via overnight delivery.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,

*Lawrence J. Bernard*

Lawrence J. Bernard

LJB/cdt  
Enclosures  
art\sec-state.ltr

FILED  
96 MAY -3 PM 1:23  
JUL 11 1996

P.S. Member # 6938

*5/3/96*

**ARTICLES OF INCORPORATION**

**OF**

**FILED**

**96 MAY -3 PM 1:23**

**COMPU CARE TECHNICAL SERVICES, INC.,**  
**a Florida corporation**

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE**

**NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: **COMPU CARE TECHNICAL SERVICES, INC., a Florida corporation.** The address of the principal office of the corporation is: 1652 Emerson Street, Jacksonville, Florida 32207.

**ARTICLE TWO**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE THREE**

**DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

**ARTICLE FOUR**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE**

**INCORPORATORS**

The name and address of the person signing these Articles is:

**STEVEN M. MCALISTER**  
**2325 River Road**  
**Jacksonville, Florida 32207**

## **ARTICLE SIX**

### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

## **ARTICLE SEVEN**

### **RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<b><u>NAME</u></b>	<b><u>SHARES</u></b>
<b>STEVEN M. McALISTER</b>	<b>100</b>

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

## **ARTICLE EIGHT**

### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

## **ARTICLE NINE**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1652 Emerson Street, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at

this address is STEVEN M. McALISTER.

#### ARTICLE TEN

##### INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The names and addresses of the initial directors of this corporation are:

STEVEN M. McALISTER	2325 River Road Jacksonville, FL 32207
TAVIS BERGSTROM	8902 Elisabeth Falls Dr. Jacksonville, FL 32257
JAMES HANEY	1720 Broken Bow Drive, West Jacksonville, Florida 32225

#### ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Secretary/ Treasurer -	STEVEN M. McALISTER 2325 River Road Jacksonville, Florida 32207
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#### ARTICLE TWELVE

##### SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE THIRTEEN

##### INDEMNIFICATION

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

#### ARTICLE FOURTEEN

##### AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this \_\_\_\_ day of May, 1996.

Steven M. McAlister  
STEVEN M. McALISTER

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me  
this 2nd day of May, 1996, by STEVEN M. McALISTER,  
who has produced Florida Driver's License as identification.

Jamie L. Matthews  
Signature of person taking acknow-  
ledgment

OFFICIAL NOTARY SEAL  
JAMIE L. MATTHEWS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC382751  
MY COMMISSION EXP. JUNE 19, 1998

Printed name of person taking  
acknowledgment  
Notary Public State of Florida  
Expiration Date of Commission:  
Commission Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that **COMPUCARE TECHNICAL SERVICES, INC**, a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named **STEVEN M. McALISTER**, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.

  
\_\_\_\_\_  
STEVEN M. McALISTER

FILED  
96 MAY -3 PM 1:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA