

P.960000 43047

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CLIENTSERV CORPORATION
(Proposed corporate name - must include suffix)

200001821362
-05/14/96--01135--003
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ROBERT D. BOHI
Name (printed or typed)

3701 RAIN TREE CT.
Address

PALM HARBOR, FL 34685
City, State & Zip

(813) 781-4750
Daytime Telephone number

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

SN MAY 21 1996

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Clientserv Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3701 Rain Tree Ct.
Palm Harbor, Florida 34685

ARTICLE III SHARES

This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert D. Bohi
3701 Rain Tree Ct.
Palm Harbor, Florida 34685

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Robert D. Bohi
3701 Rain Tree Ct.
Palm Harbor, Florida 34685

Bruce G. Parrott
2655 Appaloosa Trail
Palm Harbor, Florida 34685

ARTICLE VI NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, Country, Territory or Nation.

ARTICLE VII DURATION

This corporation is to exist perpetually.

ARTICLE VIII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate power shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE IX VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XI ACTION BY SHAREHOLDERS WITHOUT A MEETING

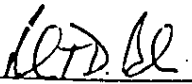
The shareholders of this corporation may take action without a meeting if a consent in writing setting forth the action so taken is signed by all of the shareholders and filed in the minutes of the proceedings of the corporation. This consent shall have the same effect as a unanimous vote.

ARTICLE XII AMMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any ammendment to them.

The undersigned incorporators have executed these Articles of Incorporation this

8 day of May, 1996.



Signature



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CLIENTSERV CORPORATION

2. The name and address of the registered agent and office is:

ROBERT D. BOHE
(NAME)

3701 RAIN TREE CT.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PALM HARBOR, FL. 34685
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert D. Bohé
(SIGNATURE)

5/8/96
(DATE)