

P96000047811

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)

106 South Monroe Street (Unit B)

(Address)

Tallahassee, FL 32301

(City, State, Zip)

(Phone #)

# 222-7200

OFFICE USE ONLY

RECEIVED  
JUN 15 1996  
TALLAHASSEE, FL  
STATE OF FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Network Partners, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

6/6/96

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Rtn. a filed  
stamped copy.  
Thanks!

SMB  
6/5/96

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

NETWORK PARTNERS, INC.

FILED

96 JUN -5 PM 3:10

CLERK OF DISTRICT COURT  
STATE OF FLORIDA

FIRST: The name of this corporation is:

**NETWORK PARTNERS, INC.**

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in this state.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any shareholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the

obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Five Million (5,000,000) shares of the par value of One Cent (\$0.01) each.

FOURTH: The minimum amount of capital with which this corporation will begin business is Five Hundred and NO/100 Dollars (\$500.00).

FIFTH: This corporation is to have perpetual existence. Corporate existence shall become effective upon the filing of these Articles of Incorporation.

SIXTH: The principal office of this corporation will be Suite 840, 3627 University Boulevard South, Jacksonville, Florida 32216.

SEVENTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the shareholders from time to time.

EIGHTH: The names and post office addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Zachary R. Fields	5251 Emerson Street Jacksonville, FL 32207

J. Brooks Brown

3627 University Boulevard, South  
Jacksonville, FL 32216

Douglas Baer

3627 University Boulevard, South  
Jacksonville, FL 32216

NINTH: The name and address of the sole subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Rick M. Roznicsek	1301 Riverplace Blvd. Suite 1500 Jacksonville, FL 32207

TENTH: The street address of the initial registered office of this corporation is Suite 1500, 1301 Riverplace Boulevard, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Allan T. Geiger.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee, a Nominating Committee and other appropriate standing committees which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of shareholders; and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or directors.

Pursuant to the affirmative vote of shareholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a shareholders' meeting duly called for that purpose or when authorized by the written consent of shareholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

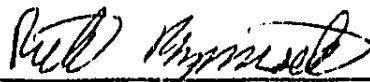
This corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both shareholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the Board of Directors.

Any action of the shareholders of this corporation may be taken without a meeting pursuant to the procedure required by Florida law. Such consent shall have the same force and effect as a unanimous vote of the shareholders at a meeting. Action taken by the Board of Directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 30 day of June, 1996.

  
Rick M. Reznicek

CERTIFICATE NAMING REGISTERED OFFICE  
AND REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That NETWORK PARTNERS, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at Suite 840, 3627 University Boulevard South, Jacksonville, Florida 32216 has named Allan T. Geiger as its Registered Agent, located at Suite 1500, 1301 Riverplace Boulevard, State of Florida, City of Jacksonville, 32207 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Allan T. Geiger

rmr\network.par\articles

FILED  
96 JUN -5 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA