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J. Thomas Powers

RECEIVED BY THE SECRETARY OF THE DEPARTMENT OF THE TREASURY MAY 30 1996

302 Hurst Court
Lake Mary,
Florida 32746
(407) 323-0931

May 30, 1996

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

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***122.50 ***122.50

Ladies or Gentlemen:

Please find enclosed articles of incorporation for 21st Century Business Services, Inc. and my check # 1033 in the amount of \$122.50 to cover filing fees.

Please address any correspondence to the above address or call the above telephone number if there are any questions.

Sincerely,

J. Thomas Powers
J. Thomas Powers

encl.
Ck # 1033
Articles of Incorporation

JUN 6 1996

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

21st Century Business Services, Inc

The undersigned incorporator, desiring to organize a For-profit corporation pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be 21st Century Business Services, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

1. Purpose. The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

2. Powers. Notwithstanding any other provisions of these Articles of Incorporation, and in extension and not in limitation of the provisions contained elsewhere in these Articles of Incorporation, but subject always to the applicable law, the Corporation shall have the following powers:

(a) To sue and be sued in the name of the Corporation, to contract and be contracted with, to adopt and use a common seal and to alter the seal at the pleasure of the Board of Trustees;

(b) To acquire, purchase, hold, lease and convey such real and personal property as the Board of Directors may deem proper or expedient to carry out the purposes of the Corporation;

(c) To employ such other agents and employees as the Board of Directors may deem advisable;

(d) To borrow money and to issue notes, bonds and other evidences of indebtedness of the Corporation to carry out the purposes of the Corporation in a manner consistent with these Articles of Incorporation and applicable law;

(e) To do all other acts and things and to exercise all other powers now or hereafter necessary or proper for the accomplishment of the purposes of the Corporation, subject to the provisions of applicable law.

ARTICLE III Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV Authorized Shares

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1,000,000 shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. 1,000 shares of the Capital Stock of the Corporation shall be issued at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock. The shares of the Corporation are not to be divided into classes.

No Share in Series. The Corporation is not authorized to issue shares in series.

ARTICLE V Registered Office and Agent

The registered office of the Corporation in the State of Florida will be located at 202 Hurst Court, Lake Mary, Florida 32746. The registered agent of the Corporation in the State of Florida at the registered office is J. Thomas Powers.

ARTICLE VI Board of Directors

The initial Board of Directors shall consist of 4 members,

who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
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J. Thomas Powers	202 Hurst Court,	Lake Mary,	Florida	32746
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Victoria W. Powers	202 Hurst Court,	Lake Mary,	Florida	32746
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ARTICLE VII

Initial Mailing Address; Principal Office

The initial mailing address of the Corporation is 202 Hurst Court, Lake Mary, Florida 32746. The initial principal office of the Corporation is located at 202 Hurst Court, Lake Mary, Florida 32746. Any change in the principal office or mailing address of the Corporation requires approval by a majority of the Board of Directors.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
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J. Thomas Powers	202 Hurst Court, Lake Mary, Florida 32746
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ARTICLE IX

Shareholder Action

An affirmative vote of all of the issued shares of the corporation shall be required for any shareholder action.

ARTICLE X

Bylaws

The bylaws of the Corporation shall be made and adopted by, and may be altered, amended, or repealed by, the Board of Directors, as provided in the bylaws of the Corporation.

ARTICLE XI
Amendment of Articles of Incorporation

Amendments to these Articles of Incorporation may be adopted by the unanimous vote of all the issued shares of the Corporation at a duly called meeting, provided that the notice of meeting contains a full statement of the proposed change.

ARTICLE XII
Preemptive Rights

The holders of the common stock of the Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the Corporation as may be issued for money, property, or services from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any shareholder is determined by the ratio of the authorized (and issued) share of common stock held by the holder of all shares of common stock currently authorized (and issued).

Dated this 30th day of May, 1996.

By: J. Thomas Powers
Incorporator

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 30 day of May, 1994, by J. Thomas Powers, who is personally known to me and who presented Florida Driver License as identification, and who ~~did~~/did not take an oath.

Carol H. Bogue
Notary Public, State of
at Large

(NOTARY SEAL)

My Commission Expires: 11-15-97



"OFFICIAL SEAL"
Carol H. Bogue
My Commission Expires 11/15/97
Commission #CC 330469

FILED
96 JUN -3 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

21st Century Business Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 202 Hurst Court, City of Lake Mary, County of Seminole, State of Florida, has named J. Thomas Powers as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the applicable provisions of the Florida Corporation Act, Chapter 607, Florida Statutes. I am familiar with, and accept, the obligation provided under such statutes relative to keeping open the registered office and providing records.


Name J. THOMAS POWERS