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MICHAEL WM MEAD

Attorney at Law

POST OFFICE DRAWER 1389  
24 WALTER MARTIN ROAD  
FORT WALTON BEACH, FLORIDA 32840-1389  
TELEPHONE (904) 243-3139  
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June 5, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

0000018540510  
-06/06/96--01096---020  
\*\*\*122.50 \*\*\*122.50

RE: BankPC Software, Inc.

Gentlemen:

Enclosed please find a copy of the April 22, 1996 letter from the Office of the Comptroller, Department of Banking and Finance, approving the use of the name "BankPC Software, Inc."

Also enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter. Should there be any questions concerning this new corporation, please do not hesitate to contact me.

Sincerely,

  
MICHAEL WM MEAD  
MWM/bjg  
Enclosures: a/e

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#3134bjg

FILED  
96 JUN -6 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-5-10-9  
KR



**ROBERT F. MILLIGAN**  
COMPTROLLER OF FLORIDA

**OFFICE OF COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

**April 22, 1996**

**Michael Wm. Mead**  
Attorney at Law  
Post Office Drawer 1329  
24 Walter Martin Road  
Ft. Walton Beach, FL 32549-1329

**Re: "BankPC Software, Inc."**

**Dear Mr. Mead:**

On March 14, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning March 29, 1996, for 21 days until April 19, 1996 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

**(2)(a) No person other than a bank shall, in this state:**

**1. Transact business under any name the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or**

**2. Use any name, word, sign, symbol, or device in any context or in any manner; or**

**3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.**

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**April 22, 1998**  
**Page Two**

**It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name "BankPC Software, Inc."**

**Sincerely,**



**Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111**

**:kr**

**cc: Ms. Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office**

FILED  
96 JUN -6 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

BankPC Software, Inc.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

### ARTICLE I. Name

The name of this corporation is: **BankPC Software, Inc.**

### ARTICLE II. Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

### ARTICLE III. Term of Existence

The term of existence of the corporation shall be perpetual.

### ARTICLE IV. Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND FIVE HUNDRED (1,500) SHARES having a nominal or par value of \$1.00 per share.

**ARTICLE V.**  
**Address**

The principal place of business of this corporation shall be 29 Eglin Parkway SE, Fort Walton Beach, Florida 32548; however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

**ARTICLE VI.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

**ARTICLE VII.**  
**Management of Corporation Affairs**

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

**ARTICLE VIII.**  
**Officers**

The names and addresses of the President, Vice Presidents, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. Larry Beasley	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	President
John J. Tringas	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	Vice- President
James Tucker	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	Vice- President, Secretary, and Treasurer
Justin Matthews	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	Vice- President
Jason Sneed	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	Vice- President

**ARTICLE IX.**  
**Subscribers**

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:


<u>Name</u>	<u>Address</u>	<u>Shares</u>
J. Larry Beasley	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	100
John J. Tringas	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	100
James Tucker	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	100
Justin Matthews	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	100
Jason Sneed	29 Eglin Parkway, SE Fort Walton Beach, Florida 32548	100

**ARTICLE X.**  
**Registered Agent**

The Registered Agent of the corporation shall be:  
J. LARRY BEASLEY, and the street address of the office, place

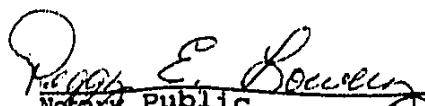
of business or location for the service of process within this State shall be: 29 Eglin Parkway, Fort Walton Beach, FL 32548.

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 31 day of May, 1996.

  
J. LARRY BEASLEY

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of May, 1996 by J. LARRY BEASLEY, who is personally known to me.

  
Notary Public  
My Commission Expires:

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#3413bjg

**PEGGY E. LOWERY**  
"Notary Public-State of Florida"  
My Commission Expires Sept. 26, 1997  
CC312849

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P.O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329

STATE OF FLORIDA  
DEPARTMENT OF STATE

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: BankPC SOFTWARE, INC., desiring to organize  
under the laws of the State of Florida, with its principal  
office as indicated in the Articles of Incorporation at:  
29 Eglin Parkway, SE, Fort Walton Beach, Florida 32548, has  
named J. LARRY BEASLEY, located at 29 Eglin Parkway, SE, Fort  
Walton Beach, Okaloosa County, Florida 32548 as its agent to  
accept service of process within this State.

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

  
J. LARRY BEASLEY

FILED  
96 JUN -6 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WS\BankPCSoftware.Articles/Acceptance

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P.O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32648-1329