

JPT&W

JAMES.  
PARKS,  
TSCHOPP &  
WHITCOMB,  
P.C.

Certified Public Accountants

P96000055069

100 Mallard Center Parkway  
Suite 330  
Mallard, Florida 32751  
Telephone: 407 875-2700  
Fax: 407 875-2702

June 24, 1996

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

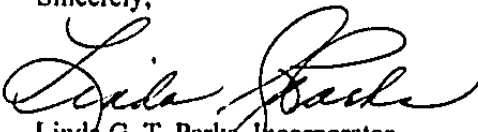
400001878794  
-06/28/96--01020--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: JPTW Technology Solutions, Inc.

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$70.00.

Sincerely,



Linda G. T. Parks, Incorporator  
1857 Aluqua Drive  
Longwood, FL 32779

(407) 423-3426

FILED  
JUN 27 AM 11:05  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

LSN JUN 28 1996

**ARTICLES OF INCORPORATION  
OF  
JPTW TECHNOLOGY SOLUTIONS, INC.**

**FILED**  
96 JUN 27 AM 11:04  
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

**ARTICLE I**

**Name**

The name of the corporation shall be JPTW Technology Solutions, Inc.

**ARTICLE II**

**Principal Office**

The principal office of the Corporation is located at the 2600 Building, 2600 Maitland Center Parkway, Suite 330, Maitland, Florida 32751.

**ARTICLE III**

**Corporate Purpose, Power and Rights**

The purpose for which the Corporation is organized and operated is to provide technology consulting services. More specifically, such purposes include, but are not limited to, the following:

1. Systems analysis
2. Software distributor
3. Software support
4. Hardware distributor

## **ARTICLE IV**

### **Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

## **ARTICLE V**

### **Authorized Stock**

The total number of shares of capital stock which the corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

## **ARTICLE VI**

### **Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida shall be 2600 Building, 2600 Maitland Center Parkway, Suite 330, Maitland, Florida 32751. The mailing address is the same. The name of the initial registered agent is Linda G. T. Parks.

## **ARTICLE VII**

### **Initial Board of Directors**

The initial Board of Directors shall consist of four (4) persons, all of which are equal shareholders in the corporation. The names and addresses of the persons who shall serve as directors of the Corporation are:

<b>Name</b>	<b>Address</b>
Johnnie P. James, Jr.	640 Worthington Drive Winter Park, FL 32789
Linda G. T. Parks	1857 Alaquia Drive Longwood, FL 32779
Thomas R. Tschopp	127 Variety Tree Circle Altamonte Springs, FL 32714
Thomas V. Whitcomb	2600 Maitland Center Parkway, Suite 330 Maitland, FL 32751

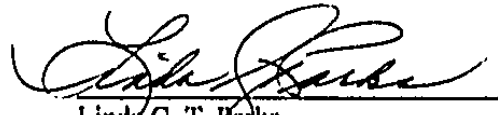
**ARTICLE VIII**

**Incorporator**

The name and address of the Incorporator of the Corporation is:


Linda G. T. Parks  
1857 Alaquá Drive  
Longwood, FL 32779

Executed this 24<sup>th</sup> day of June 1996

  
Linda G. T. Parks  
Incorporator

### ACCEPTANCE OF REGISTERED AGENT

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.

  
Linda G. T. Parks  
Registered Agent

Date: June 24, 1996

**FILED**  
96 JUN 27 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000055069

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346  
ORLANDO, FLORIDA 32802-2346

800 NORTH MAGNOLIA AVENUE  
SUITE 1800  
ORLANDO, FLORIDA 32803

(407) 841-1800  
FAX (407) 483-1831

WRITER'S DIRECT DIAL NO.  
(407) 428-5119

May 21, 1997

Florida Department of State  
Division of Corporations  
Attention: Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

600002191346--6  
-05/27/97--01068--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to the Articles of Incorporation  
of JPTW Technology Solutions, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Amendment to  
Articles of Incorporation of JPTW Technology Solutions, Inc., charter number  
P96000055069, to change the name of the corporation to J. James and Associates, Inc.  
Also enclosed is a check for \$35.00 to cover the \$35.00 filing fee.

After the Articles of Amendment have been filed with your office, please  
return the copy--stamped with the date of filing--to this office.

Sincerely,

*Mary F. Fendle*

Mary F. Fendle, Legal Assistant  
to Charles H. Egerton

:mff

Enclosures (3)

cc: Johnnie P. James, Jr. w/enclosure

FILED  
91 MAY 27 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTN: NC  
JPG  
6-21

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF JPTW TECHNOLOGY SOLUTIONS, INC.**

**FILED**  
97 MAY 27 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**Article I - Name**

The name of the corporation is JPTW Technology Solutions, Inc. (hereinafter referred to as the "Corporation").

**Article II - Adoption and Text of Amendments**

The sole director of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 19th day of May, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes. The sole shareholder of the Corporation approved the resolution amending Article I of the Articles of Incorporation by written consent dated the 19th day of May, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

**RESOLVED**, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

**"ARTICLE I**

**Name**

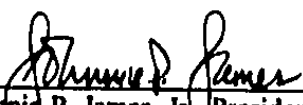
"The name of the corporation shall be J. James and Associates, Inc."

**Article III - Effective Date of Amendment**

The effective date of the amendment to the Articles of Incorporation of the Corporation as set forth herein will be as of the date of filing with the Secretary of State of the State of Florida.

Dated this 19 day of May, 1997.

**JPTW TECHNOLOGY SOLUTIONS, INC.**

By:   
Johnnie P. James, Jr. President