

P96000058308

SMATHERS & KEMP, P.A.

ATTORNEYS AT LAW

600 NORTH HYER AVE.  
ORLANDO, FLORIDA 32803

BENJAMIN F. SMATHERS  
K. DAVID KEMP

FILED

96 JUL 10 PM 2:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32304-2000  
FAX (407) 246-8000

July 8, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32304-2000  
FAX (407) 246-8000

RE: Enclosed Documents  
Management Source, Inc.

Dear Sir or Madam:

Enclosed, please find two (2) original Articles of Incorporation for Management Source, Inc. Please file these documents at your earliest convenience and return a copy to this office.

This firm's check number 5674 in the amount of \$122.50 is hereto enclosed representing the filing fee for the Articles of Incorporation.

Thank you in advance for your prompt attention to this matter.

Sincerely,

*Kathy Fairchild*

Kathy Fairchild  
Legal Assistant to  
E. David Kemp

/kf  
Enclosures

*pk 7/11/96*

ARTICLES OF INCORPORATION  
OF  
MANAGEMENT SOURCE, INC.

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96 JUL 10 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MANAGEMENT SOURCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 609 N. Hyer Avenue, Orlando, Florida, 32803.

The name of the initial registered agent of this corporation at that address shall be: E. DAVID KEMP.

#### ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

| <u>Name</u>   | <u>Street Address</u>                        | <u>Office</u>               |
|---------------|--|-----------------------------|
| E. DAVID KEMP | 609 N. Hyer Avenue<br>Orlando, Florida 32803 | President<br>VP/Sec./Treas. |

#### ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

| <u>Name</u>   | <u>Street Address</u>                        |
|---------------|--|
| E. DAVID KEMP | 609 N. Hyer Avenue<br>Orlando, Florida 32803 |

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporators to these Articles of Incorporation:

Name

E. DAVID KEMP

Street Address

600 N. Hyer Avenue  
Orlando, Florida 32809

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 8th day of  
July, 1996.

  
E. David Kemp (SEAL)

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

FILED  
96 JUL 10 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.001, Florida Statutes, the following is submitted in compliance with  
said Act:

THAT, MANAGEMENT SOURCE, INC., desiring to organize under the laws of the State of  
Florida, with its principal office as indicated in the Articles of Incorporation in the City of Apopka, County  
of Orange, State of Florida, has named its Registered Agent, E. DAVID KEMP, 800 N. Hyar Avenue,  
Orlando, Florida, 32803, to accept service of process within this State.

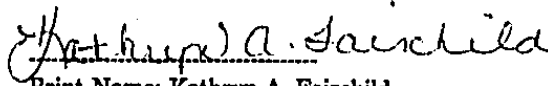
ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the 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.

  
E. David Kemp

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of July, 1996, by E. DAVID  
KEMP, who is personally known to me and who did take an oath.

  
Print Name: Kathryn A. Fairchild  
Notary Public  
My commission expires:



KATHRYN FAIRCHILD  
My Commission CC442245  
Expires Feb. 28, 1999  
Bonded by HAI  
800-422-1555

**Management Source, Inc.**

**P. O. Box 1531**

**Orlando, FL 32802**

**(407) 56-185**

**P96000058308**

**September 3, 1996**

**Florida Department of State**

**Division of Corporations**

**P. O. Box 6327**

**Tallahassee, FL 32314**

**900001943379**

**-09/10/96--01104--011**

**\*\*\*\*\*35.00 \*\*\*\*\*35.00**

**Re: Management Source, Inc.**

**Dear Sir:**

**Enclosed is Articles of Amendment to Articles of Incorporation along with my check in the amount of \$35 to cover cost of filing same. We merely changed the name of Officers and Directors.**

**Please let me know if anything further is required.**

**Thank you.**

**Sincerely,**

**Pat Womack**

**Pat Womack**

**President**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**96 SEP 30 AM 9:51**

**APPROVED  
AND  
FILED**

**ay**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 17, 1996

**MANAGEMENT SOURCE, INC.**  
P.O. BOX 1531  
ORLANDO, FL 32802

**SUBJECT: MANAGEMENT SOURCE, INC.**  
Ref. Number: P96000058308

We have received your document for **MANAGEMENT SOURCE, INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-8916.

Carol Mustain  
Corporate Specialist

Letter Number: 296A00043008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 30 AM 9:54

APPROVED  
AND  
FILED

*Amend  
Sept 30 96*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

MANAGEMENT SOURCE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VI: ~~MANAGEMENT~~ OFFICER(S)

PAT WOMACK, President / Vice President

PAT WOMACK, Secretary / Treasurer

ARTICLE VII: ~~MANAGEMENT~~ DIRECTOR(S)

PAT WOMACK, Director

Note - Delete E. David Kemp  
as officer & director

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 30 AM 9:54

APPROVED  
AND  
FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: 7/8/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of Sept, 19 96

Signature

Patt Womack, President + Director  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

PAT WOMACK

Typed or printed name

PRESIDENT + Director

Title

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 SEP 30 11 51 AM '96

APPROVED  
AND  
FILED