

P96000070769
TRANSMITTAL LETTER

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

400001931264
-08/23/96--01093--011
***122.50 ***122.50

SUBJECT: The FIRM - Financial Systems Consulting, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$122.50 for the filing fee, certified copy, ~~and certificate~~.

FROM: Jack Townsend
1195 Third Street, #B10
Napa, CA 94559
(707) 259-8215

FILED
96 AUG 23 PM 12:21
TALLAHASSEE, FLORIDA
8/26/96
TD

**ARTICLES OF INCORPORATION
OF
The FIRM - Financial Systems Consulting, Inc.**

FILED
95 AUG 23 PM 12:21
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF HILLSBORO, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be The FIRM - Financial Systems Consulting, Inc.

ARTICLE II. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 5215 West Laurel Street, Suite 100, Tampa, FL 33607, and the name of the initial registered agent of this corporation is Jack Townsend.

ARTICLE III. NATURE OF BUSINESS

This corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, or a building and loan association, fraternal benefit society or a State Fair or Exposition. Subject to such limitations, it shall engage in any activity or business permitted under the laws of this United States or the State of Florida.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INITIAL DIRECTOR AND OFFICERS

The name and address of the initial director and corporate officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jack Townsend (President and Secretary-Treasurer)	5215 West Laurel Street, Suite 100 Tampa, FL 33607

ARTICLE VII. INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Jack Townsend	5215 West Laurel Street, Suite 100 Tampa, FL 33607

ARTICLE VIII. RESTRICTION ON SALE OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have preference in the purchase of any shares of capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of such bona fide offer which he has received and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing and the stockholder, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders, (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

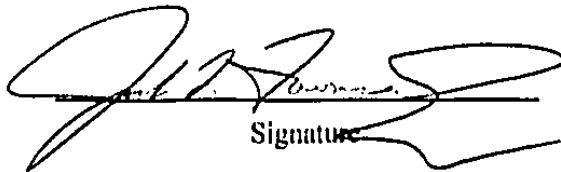
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the board of directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1996.


Signature

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

The FIRM - Financial Systems Consulting, Inc.

2. The name and address of the registered agent and office is:

Jack Townsend
5215 West Laurel Street, Suite 100
Tampa, FL 33607

FILED
95 AUG 23 PM 12: 21
TALLAHASSEE, FLORIDA

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SIGNATURE

August 21, 1996
DATE

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314



P96000070769

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please accept these amendments to the Articles of Incorporation for The Firm - Financial Systems Consulting, Inc - document number: P96000070769.

Attached is a check in the amount of \$96.25, \$35.00 for the filing fee, \$52.50 for a certified copy of the amendments, and \$8.75 for a certificate of status.

Please send the certificate of status to the attention of Don Breit at the address shown below.

Thank you,

Don Breit
Controller

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

57 JUN 18 PM 2:52

APPROVED
AND
FILED

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-06/18/97--01063--010
*****96.25 *****96.25

OK
P96000070769 2pg
Amend
6-18-97
*Cert copy
*Cert copy

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

The Firm - Financial Systems Consulting, Inc.

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:

AMENDMENT I.

On January 15, 1997, Jack Townsend (President and Secretary-Treasurer) elected a new Secretary-Treasurer of the stated corporation. Jack Townsend retained the title of President.

<u>NAME</u>	<u>ADDRESS</u>
Don Breit	1405 Julie Lagoon
(Secretary-Treasurer)	Lutz, FL 33549

AMENDMENT II.

This corporation moved its registered office on January 15, 1997. The new address, registered office, and corporate headquarters of this corporation in the State of Florida is 7650 West Courtney Campbell Causeway, Suite 1220, Tampa, FL 33607.

The sole shareholder and President, Jack Townsend approved amendments I and II.

Signed this fifteenth day of January, 1997.

Signature _____

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

Jack Townsend

Type or print name

President

Title

RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

JAN 17 1997 PM 2:55

APPROVED
AND
FILED