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Admitted in Florida (No. 777943)
and Ohio (No. 0018510)

September 18, 1996

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

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-09/19/96--01074--009
****122.50 ****122.50

Enclosed are Articles of Incorporation for Creative System Solutions, Incorporated and a check, made payable to the Secretary of State, in the amount of \$122.50 to cover the cost of filing these Articles. Please time stamp the duplicate Articles of Incorporation and return a certified copy to me in the pre-stamped, self-addressed Priority Mail envelope.

If you have any questions, please call me at (904) 356-6101. Thank you for your cooperation in this matter.

Sincerely,

Sally J. Kircher
Sally J. Kircher

FILED
96 SEP 19 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Derek Mercer

SEP 20 1996

BSP

**ARTICLES OF INCORPORATION
OF
CREATIVE SYSTEM SOLUTIONS, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The Name of the corporation, hereinafter called the Corporation, is **Creative System Solutions, Incorporated.**

ARTICLE TWO - PURPOSES

The purposes for which this corporation is formed are as follows:

- (a) To develop and market customized computer software programs and,
- (b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Florida.

The foregoing paragraph shall be construed as enumerating both objectives and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE THREE - REGISTERED AND PRINCIPAL OFFICE
AND REGISTERED AGENT**

The Principal office and registered office of the Corporation is 830 South Third Street, Suite 205, Jacksonville Beach, Florida 32250. The name of the resident agent at the registered office is Derek Mercer. Such resident agent is a citizen of the State of Florida and actually resides therein. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE FOUR - CAPITAL STOCK

The corporation is authorized to issue a total of 100,000 shares of common voting stock; 100,000 shares of common, non-voting stock; and 100,000 shares of preferred stock, all at no par value.

- a. The Board of Directors is authorized to issue all three classes of stock and to set the value of the stock at the time it is issued.

- b. Except as otherwise provided in these articles, the corporation's by-laws, or Florida law, the holders of the common shares of voting stock shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings.
- c. The board of directors may declare, out of any funds legally available therefore, dividends, in addition to any dividends due and owing to owners of preferred stock, but such dividends shall be made equally, share for share, to all outstanding shares, including all series of preferred stock, all common voting stock and all common non-voting stock.
- d. All preferred shares shall be of equal rank and identical, except in the particulars that may be fixed by the board of directors as provided in this Article. Each share of each series shall be identical in all respects with the other shares of the series, except as to the date from which dividends shall cumulate. The board of directors is authorized and required to fix, in the manner and to the full extent permitted by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article. The board of directors shall fix:
 - (1) The distinctive designation of each series and the number of shares that constitutes each series; provided, the number of shares may be increased (except where otherwise provided by the board of directors in its resolution creating the series) or decreased (but not below the number of shares of the series then outstanding) from time to time by resolution of the board of directors.
 - (2) The annual rate of dividends payable on the shares of all series, as well as the date from which dividends shall be cumulative on all shares of any series issued before the record date for the first dividend on shares of the series, and the dividend rights applicable to the shares of all series. Provided, however, that no dividend shall be paid on, or declared or set apart for, any share of preferred shares for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid on, or declared and set apart for, all preferred shares of all series then issued and outstanding and entitled to receive the dividend.
 - (3) The redemption price or prices, if any, for the shares of each, any, or all series.

- (4) The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of the shares.
 - (5) The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation.
 - (6) The rights, if any, of the holders of shares of each series to convert the shares into common shares, either voting or non-voting, and the terms and conditions of the conversion.
 - (7) Any voting rights in matters other than those for which voting rights are specifically provided in this article and any other preferences, relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions on the shares.
- e. If at any time six or more quarterly dividends, whether or not consecutive, on the preferred shares shall be in default, in whole or in part, the holders of the preferred shares as a class shall be entitled to elect the smallest number of directors that will constitute a majority of the board of directors, and the holders of the common shares of voting stock as a class shall be entitled to elect the remaining directors. These preferred shareholder voting rights shall continue until all dividends accrued on the preferred shares shall have been paid or set apart for payment, at which time the entire voting power shall revert to the holders of the common shares of voting stock and shall continue in them until a like default in payment recurs.
- f. In case of a default in payment as described in Article Four (e), the president may, and the secretary of the corporation on request of the record holders of at least 10 percent of the preferred shares outstanding, addressed to him or her at the principal office of the corporation, forthwith must, call a special meeting of preferred shareholders and common voting stock shareholders for the election of directors to be held at the place and on the notice provided in the bylaws for the holding of annual meetings. On failure of the secretary to call the meeting within ten days after personal delivery to him or her of the request to do so, or within fifteen days after the request is mailed by registered or certified mail within the United States, the record holders of at least 10 percent of the preferred shares outstanding may in writing designate one of their number to call the meeting. The person so designated shall forthwith call the special meeting at the place and on the notice provided above, and for that purpose shall have access to the stock books and shareholder lists of the corporation. At the meeting, and at any annual meeting held while the preferred shareholders have the voting power described in Article Four (e), the holders of a majority of the preferred shares outstanding, present in person or by proxy, shall constitute a quorum for the election of directors. On election by the preferred shareholders of the number of directors that they are entitled to elect, the

terms of office of all directors serving at the time of the meeting shall terminate. Should the holders of the common voting shares fail at the meeting to elect the number of directors that they are entitled to elect, the vacancies created shall be filled by election of the directors elected by the preferred shareholders. When the preferred shares are divested of their voting rights, the terms of office of all directors shall terminate on election of their successors by the holders of the common voting shares.

ARTICLE FIVE - INCORPORATORS

The name and post office address of the incorporator is:

Derek Mercer
482 Upper 8th Avenue, South
Jacksonville Beach, Florida 32250

ARTICLE SIX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the voting common stock of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the voting common stock of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the common voting stock of the Corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell, transfer or otherwise dispose of his shares except in accordance with the provisions of these Articles of Incorporation and the By-Laws adopted by the Shareholders of the common voting stock as specified in this section.

ARTICLE SEVEN - TERM OF EXISTENCE

The Corporation is to exist perpetually unless terminated sooner pursuant to the provisions of the bylaws of the Corporation.

ARTICLE EIGHT - DIRECTORS

The Board of Directors shall consist of from one (1) to seven (7) members, with the initial Board of Directors consisting of the following two (2) persons:

Derek Mercer
482 Upper 8th Avenue, South
Jacksonville Beach, Florida 32250

Mark Pass
10407 Centurion Parkway North, Suite 101
Jacksonville, Florida 32256

ARTICLE NINE - CONTRACTS

No contract or other transaction between the Corporation and any person or other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation and any director, individually or jointly, may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no person, firm or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE TEN - CORPORATE POWERS

The Corporation has all the general and specific powers enumerated under General Corporation Law of the state of Florida. These powers shall include but are not to be limited to the following powers to:

- (a) Have perpetual succession by the Corporation's name; and,
- (b) Sue and be sued in all courts and participate, as a party or otherwise, in any judicial, administrative, arbitral or other proceeding, in its corporate name; and
- (c) Purchase; receive; take by grant, gift, devise, bequest or otherwise; lease or otherwise acquire; own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated; and sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge,

- all or any of its property and assets, or any interest therein, wherever situated; and
- (d) Have a corporate seal, which may be altered at pleasure, and use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced; and
 - (e) Appoint such officers and agents as the business of the Corporation requires and to pay or otherwise provide for them suitable compensation; and
 - (f) Adopt, amend and repeal by-laws; and
 - (g) Wind up and dissolve itself in the manner provided by the General Corporation Law of Florida and these Articles of Incorporation; and
 - (h) Conduct its business, carry on its operation, and have offices and exercise its powers within or without the state of Florida; and
 - (i) Make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war or other national emergency in aid thereof; and
 - (j) Be an incorporator, promoter, or manager of other corporations of any type or kind; and
 - (k) Participate with others in any corporation, partnership, limited partnership, limited liability company, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others; and
 - (l) Transact any lawful business which the corporation's board of directors shall find to be in aid of authority; and
 - (m) Make contracts, including contracts of guaranty and suretyship, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or other encumbrances of all or any of its property, franchises and income; and
 - (n) Lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds so loaded or invested; and
 - (o) Pay pensions and establish and carry out pension, profit sharing, stock option,

stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers, and employees, and for any or all of the directors, officer, and employees of its subsidiaries; and

- (p) Provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) Provide health and disability insurance for its directors, officers or additional Corporate employees.

ARTICLE ELEVEN - OTHER CORPORATE POWERS

a. To offer to sell any increase in the number of shares of stock which the Board of Directors approves first to shareholders of record at par, *pro rata*, in relation to their then present holdings in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase unless the Board of Directors, by a two-thirds majority vote, determines that any increase in the number of shares should not be first offered to the shareholders of record.

b. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

c. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

ARTICLE TWELVE - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE THIRTEEN - BY-LAWS

The Shareholders and Incorporators shall adopt Bylaws for this Corporation. Except for those By-Laws relating to restraint on the alienation of shares and options granted the corporation

and/or the shareholders to purchase the shares of a shareholder who either dies or desires/is required by the By-Laws to sell, transfer or otherwise dispose of the corporation's shares, the Board of Directors may, from time to time, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE FOURTEEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator of the Corporation, has executed the foregoing Articles of Incorporation on this 18 day of September, 1996.


Derek Mercer, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared Derek Mercer who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 18th day of September, 1996. Derek Mercer [X] is personally known to me or [] has produced _____ as identification.


NOTARY PUBLIC, State of Florida
My Commission Number is:

My Commission expires:



MARIE JONES
My Commission OC473407
Expires Jun. 18, 1999
Bonded by HAI
800-422-1588

**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 Statute, the following is submitted, in compliance with said Act.

First, that **Creative System Solutions, Incorporated**, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation in Jacksonville Beach, Duval County, State of Florida, has named **Derek Mercer**, located at, 830 South Third Street, Suite 205, Jacksonville Beach, Duval County, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By: 

Derek Mercer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA