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TALLAHASSEE, FL 32301-2607

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 115758 157550A

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 122.50

ORDER DATE : October 10, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 115758

CUSTOMER NO: 157550A

CUSTOMER: Ms. Tina R. Farrar
CASS GRAHAM & FISHER, P.A.

300001870528

112 South Magnolia Avenue

Tampa, FL 33606

DOMESTIC FILING

NAME: PROMPT, INC. OF THE WEST COAST

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 OCT 10 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 10 AM 10:54
DIVISION OF CORPORATION

W-21500
KR 10:10
10-11-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PROMPT, INC.
Ref. Number: W96000021500

RESUBMIT
Please give original
submission date as file date.

We have received your document for PROMPT, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 096A00046236

RECEIVED
96 OCT 11 PM 2:45
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

- of -

PROMPT, INC. OF THE WEST COAST

FILED
96 OCT 10 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **JOHN MAGEE**, whose address is 4999 46th Street North, St. Petersburg, Florida 33714, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

PROMPT, INC. OF THE WEST COAST

The principal place of business of this Corporation shall be 5846 54th Avenue North, Kenneth City, Florida 33709.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is One Hundred shares (100) of capital stock with no par value per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 112 South Magnolia Avenue, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

ARTICLE VI

The initial Board of Directors shall consist of One (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

**John Magee
4999 46th Street North
St. Petersburg, Florida 33714**

ARTICLE VIII

The shareholders have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

9.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or

criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and


(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

9.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a

court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 9.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 9 day of OCTOBER, 1996.

10-9-
JOHN MAGEE

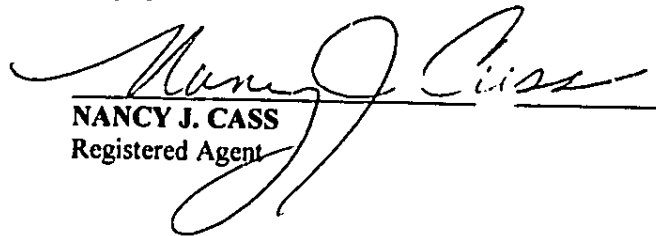
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **JOHN MAGEE**, 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 Tampa, County of Hillsborough, and State of Florida, has named **NANCY J. CASS**, located at its registered office at 112 South Magnolia Avenue, Tampa, Florida 33606, 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 to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


NANCY J. CASS
Registered Agent

FILED
96 OCT 10 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA